



Companies House

**CS01** (ef)

**Confirmation Statement**

Company Name: **FUTURELEARN LIMITED**

Company Number: **08324083**



Received for filing in Electronic Format on the: **08/04/2024**

XD0MLSAP

Company Name: **FUTURELEARN LIMITED**

Company Number: **08324083**

Confirmation **08/04/2024**

Statement date:

The company confirms that its intended future activities are lawful.

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>B</b>	Number allotted	<b>5833332</b>
	<b>ORDINARY</b>	Aggregate nominal value:	<b>58333.32</b>
Currency:	<b>GBP</b>		
Prescribed particulars			

**VOTING - THE B SHARES SHALL NOT ENTITLE THE HOLDERS OF B SHARES TO RECEIVE NOTICE OF, OR TO ATTEND, SPEAK OR VOTE AT ANY GENERAL MEETING OF THE COMPANY, NOR TO RECEIVE OR VOTE ON, OR OTHERWISE CONSTITUTE THE HOLDER AN ELIGIBLE MEMBER FOR THE PURPOSES OF, PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE UNVESTED B SHARES SHALL HAVE NO RIGHTS TO PARTICIPATE IN ANY DIVIDEND OR DISTRIBUTION BUT (SUBJECT TO ARTICLE 5.1) THE VESTED B SHARES SHALL HAVE THE RIGHT TO PARTICIPATE IN ANY DIVIDENDS OR OTHER DISTRIBUTIONS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL FOLLOWING OR IN CONNECTION WITH A LIQUIDITY EVENT, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO EACH OF THE ORDINARY SHAREHOLDERS, AN AMOUNT PER ORDINARY SHARE HELD EQUAL TO THE INVESTMENT SUBSCRIPTION PRICE, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE AVAILABLE ASSETS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD; SECOND, AFTER THE AMOUNTS PAYABLE ABOVE HAVE BEEN SETTLED IN FULL, IN PAYING TO EACH B SHAREHOLDER, AN AMOUNT PER B SHARE HELD EQUAL TO THE B SHARE SUBSCRIPTION PRICE, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE AVAILABLE ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS PRO RATA TO THE NUMBER OF B SHARES HELD; AND THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING ANY UNVESTED B SHARES) (ON A PARI PASSU BASIS AS IF THE EQUITY SHARES (EXCLUDING ANY UNVESTED B SHARES) CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE NUMBER OF EQUITY SHARES (EXCLUDING ANY UNVESTED B SHARES) HELD (AS IF ALL VESTED B SHARES HAD BEEN CONVERTED TO ORDINARY SHARES) PROVIDED THAT A HOLDER OF B SHARES SHALL ONLY PARTICIPATE IN RESPECT OF A B SHARE TO THE EXTENT OF THE RELEVANT B SHARE REALISATION VALUE IN RESPECT OF SUCH B SHARE BUT IN CALCULATING THE B SHARE REALISATION VALUE ACCOUNT WILL BE TAKEN OF THE AMOUNTS PAID TO B SHAREHOLDERS PURSUANT TO THE PARAGRAPH ABOVE (I.E., AMOUNTS PAID TO B SHAREHOLDERS PURSUANT TO THE PARAGRAPH ABOVE WILL BE DEDUCTED FROM AMOUNTS PAYABLE TO B SHAREHOLDERS UNDER THIS PARAGRAPH). REDEMPTION - THE B SHARES ARE NOT REDEEMABLE.**

**Class of Shares:   ORDINARY**

Number allotted

**62699900**

Currency:           **GBP**

Aggregate nominal value:

**62699900**

Prescribed particulars

**VOTING - THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER OF ORDINARY SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY (AND EACH SUCH SHAREHOLDER WHO (BEING AN INDIVIDUAL) IS PRESENT IN PERSON OR BY PROXY OR (BEING A CORPORATION) IS PRESENT BY ITS CORPORATE REPRESENTATIVE OR BY PROXY SHALL, ON A SHOW OF HANDS, HAVE ONE VOTE AND, ON A POLL, HAVE ONE VOTE FOR EACH SUCH ORDINARY SHARE HELD) AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS - THE ORDINARY SHARES SHALL HAVE THE RIGHT TO PARTICIPATE IN ANY DIVIDENDS OR OTHER DISTRIBUTIONS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR RETURN OF CAPITAL FOLLOWING OR IN CONNECTION WITH A LIQUIDITY EVENT, THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE DISTRIBUTED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO): FIRST, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, IN PAYING TO EACH OF THE ORDINARY SHAREHOLDERS, AN AMOUNT PER ORDINARY SHARE HELD EQUAL TO THE INVESTMENT SUBSCRIPTION PRICE, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE AVAILABLE ASSETS SHALL BE DISTRIBUTED TO THE ORDINARY SHAREHOLDERS PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD; SECOND, AFTER THE AMOUNTS PAYABLE ABOVE HAVE BEEN SETTLED IN FULL, IN PAYING TO EACH B SHAREHOLDER, AN AMOUNT PER B SHARE HELD EQUAL TO THE B SHARE SUBSCRIPTION PRICE, PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY SUCH AMOUNTS IN FULL, THE AVAILABLE ASSETS SHALL BE DISTRIBUTED TO THE B SHAREHOLDERS PRO RATA TO THE NUMBER OF B SHARES HELD; AND THEREAFTER, THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF EQUITY SHARES (EXCLUDING ANY UNVESTED B SHARES) (ON A PARI PASSU BASIS AS IF THE EQUITY SHARES (EXCLUDING ANY UNVESTED B SHARES) CONSTITUTED ONE AND THE SAME CLASS) PRO RATA TO THE NUMBER OF EQUITY SHARES (EXCLUDING ANY UNVESTED B SHARES) HELD (AS IF ALL VESTED B SHARES HAD BEEN CONVERTED TO ORDINARY SHARES) PROVIDED THAT A HOLDER OF B SHARES SHALL ONLY PARTICIPATE IN RESPECT OF A B SHARE TO THE EXTENT OF THE RELEVANT B SHARE REALISATION VALUE IN RESPECT OF SUCH B SHARE BUT IN CALCULATING THE B SHARE REALISATION VALUE ACCOUNT WILL BE TAKEN OF THE AMOUNTS PAID TO B SHAREHOLDERS PURSUANT TO THE PARAGRAPH ABOVE (I.E., AMOUNTS PAID TO B SHAREHOLDERS PURSUANT TO THE PARAGRAPH ABOVE WILL BE DEDUCTED FROM AMOUNTS PAYABLE TO B**

SHAREHOLDERS UNDER THIS PARAGRAPH). REDEMPTION - THE ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	A	Number allotted	4111468
	ORDINARY	Aggregate nominal value:	4111468

Currency: GBP

Prescribed particulars

A ORDINARY SHARES SHALL HAVE A NOMINAL VALUE OF £1.00 EACH.THE HOLDERS OF A ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY, HOWEVER, THE HOLDERS OF A ORDINARY SHARES SHALL NOT BE ENTITLED TO VOTE ON ANY MATTERS RELATING TO ANY MANAGEMENT INCENTIVE PLAN THAT MAY BE IMPLEMENTED BY THE COMPANY OR ANY OF ITS SUBSIDIARIES FROM TIME TO TIME.

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Statement of Capital (Totals)

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Currency:	GBP	Total number of shares:	72644700
		Total aggregate nominal value:	66869701.32
		Total aggregate amount	0
		unpaid:	

# Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1:	<b>411468 transferred on 2023-12-05</b>
	<b>62699900 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>GAH EDUCATION HOLDING LIMITED</b>
Shareholding 2:	<b>5833332 B ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>GAH EDUCATION HOLDING LIMITED</b>
Shareholding 3:	<b>4111468 A ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>GAH EDUCATION HOLDING LIMITED</b>

## **Confirmation Statement**

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement



# Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,  
Judicial Factor