

**Return of Allotment of Shares**Company Name: **MY TUTORWEB LIMITED**Company Number: **08580263**Received for filing in Electronic Format on the: **23/01/2024**

XCVARP3S

Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
23/01/2024To
23/01/2024**Class of Shares: ORDINARY**Currency: **GBP**

Number allotted	8
Nominal value of each share	0.01
Amount paid:	0.2
Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	332286
Currency:	GBP	Aggregate nominal value:	3322.86

Prescribed particulars

SUBJECT TO THE ARTICLES OF ASSOCIATION, ONE SHARE EQUALS ONE VOTE, EACH HAVING RIGHTS TO DIVIDENDS.

Class of Shares:	ORDINARY-	Number allotted	515988
	A	Aggregate nominal value:	5159.88

Currency: **GBP**

Prescribed particulars

THE A ORDINARY SHARES HAVE THE SAME RIGHTS AS THE ORDINARY SHARES EXCEPT THAT THEY HAVE A LIQUIDATION AND SALE PREFERENCE OF UP TO THE AMOUNT PAID UP ON THEM.

Class of Shares:	SERIES	Number allotted	552359
	B1	Aggregate nominal value:	5523.59

Currency: **GBP**

Prescribed particulars

VOTING: SUBJECT TO THE ARTICLES OF ASSOCIATION, EACH SHARE IS ENTITLED TO ONE VOTE; DIVIDENDS AND OTHER DISTRIBUTIONS: SUBJECT TO THE ARTICLES OF ASSOCIATION, EACH SHARE IS ENTITLED TO PARTICIPATE PARI PASSU TO ANY DIVIDENDS AND OTHER DISTRIBUTIONS; RETURN OF CAPITAL: SUBJECT TO THE ARTICLES OF ASSOCIATION, IN PARTICULAR THOSE PROVISIONS RELATING TO A RETURN OF CAPITAL ON A LIQUIDATION OR SALE, EACH SHARE IS ENTITLED TO PARTICIPATE PARI PASSU TO ANY RETURN OF CAPITAL ON A LIQUIDATION OR SALE UP TO THE PRICE PAID ON EACH SHARE AND THEREAFTER PARI PASSU WITH ALL OTHER SHARES IN THE CAPITAL OF THE COMPANY AS IF THEY WERE ONE CLASS OF SHARES; REDEMPTION: THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	63392
	B2	Aggregate nominal value:	633.92
Currency:	GBP		

Prescribed particulars

VOTING: SUBJECT TO THE ARTICLES OF ASSOCIATION, EACH SHARE IS ENTITLED TO ONE VOTE; DIVIDENDS AND OTHER DISTRIBUTIONS: SUBJECT TO THE ARTICLES OF ASSOCIATION, EACH SHARE IS ENTITLED TO PARTICIPATE PARI PASSU TO ANY DIVIDENDS AND OTHER DISTRIBUTIONS; RETURN OF CAPITAL: SUBJECT TO THE ARTICLES OF ASSOCIATION, IN PARTICULAR THOSE PROVISIONS RELATING TO A RETURN OF CAPITAL ON A LIQUIDATION OR SALE, EACH SHARE IS ENTITLED TO PARTICIPATE PARI PASSU TO ANY RETURN OF CAPITAL ON A LIQUIDATION OR SALE UP TO THE PRICE PAID ON EACH SHARE AND THEREAFTER PARI PASSU WITH ALL OTHER SHARES IN THE CAPITAL OF THE COMPANY AS IF THEY WERE ONE CLASS OF SHARES; REDEMPTION: THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	DEFERRED	Number allotted	272452
Currency:	GBP	Aggregate nominal value:	2724.52

Prescribed particulars

VOTING RIGHTS: THE SHARES DO NOT CARRY ANY VOTING RIGHTS. DIVIDENDS AND DISTRIBUTIONS: THE SHARES DO NOT CARRY ANY ENTITLEMENT TO PARTICIPATE IN DIVIDENDS OR ANY OTHER DISTRIBUTIONS. RETURN OF CAPITAL: ON A RETURN OF CAPITAL ON A LIQUIDATION OR ON A SALE, THE SHARES ARE ENTITLED, AS A CLASS, TO A FIXED CAPITAL ENTITLEMENT OF £1 TO BE PAID AMONGST THE HOLDERS OF SUCH SHARES PRO RATA TO THEIR HOLDINGS OF SUCH SHARES (ROUNDED UP TO THE NEAREST PENNY), BUT OTHERWISE SUCH SHARES CONFER NO OTHER ENTITLEMENT TO PARTICIPATE IN ANY RETURN OF CAPITAL ON A LIQUIDATION OR ON A SALE. REDEMPTION: THE SHARES ARE NOT REDEEMABLE.

Class of Shares:	SERIES	Number allotted	123749
	B3	Aggregate nominal value:	1237.49
Currency:	GBP		

Prescribed particulars

LIQUIDITY PREFERENCE HOLDERS OF THE SERIES B3 PREFERRED SHARES WILL BE ENTITLED TO A LIQUIDITY EVENT PREFERENCE TO RECEIVE PROCEEDS OF ANY DISTRIBUTION OR RETURN OF CAPITAL, INCLUDING WINDING UP OR PROCEEDS OF A SALE, OR VALUE UPON A MERGER OR SCHEME PRIOR TO HOLDERS OF ALL OTHER ISSUED SHARES. THE PREFERENCE WILL BE A 2.0X NON-PARTICIPATING PREFERENCE, EQUAL TO THE TOTAL AMOUNT INVESTED IN THE COMPANY BY HOLDERS OF SERIES B3 PREFERRED SHARES (FOR THOSE SHARES) PLUS DECLARED BUT UNPAID CONVERSION SERIES B3 PREFERRED SHARES WILL BE CONVERTIBLE AT ANY TIME TO ORDINARY SHARES AT THE OPTION OF EACH HOLDER OF SERIES B3 PREFERRED SHARES SERIES B3 PREFERRED SHARES SHALL AUTOMATICALLY CONVERT TO ORDINARY SHARES IMMEDIATELY PRIOR TO AN EXIT EVENT THE CONVERSION RATE OF THE SERIES B3 PREFERENCE SHARES WILL BE 1:1, SUBJECT TO CUSTOMARY ANTI DILUTION ADJUSTMENTS. VOTING SERIES B3 PREFERRED SHARES WILL VOTE ON AN 'AS CONVERTED' BASIS WITH ONE VOTE PER EACH ORDINARY SHARE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1860226
		Total aggregate nominal value:	18602.26
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.