

**Return of Allotment of Shares**Company Name: **TORTOISE MEDIA LTD**Company Number: **11100473**Received for filing in Electronic Format on the: **10/03/2021**

X9ZYEAT5

Shares Allotted (including bonus shares)

Date or period during which
shares are allotted

From
07/12/2020

Class of Shares:	SERIES	Number allotted	80644
	SEED	Nominal value of each share	0.00001
Currency:	GBP	Amount paid:	12.54
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	1042759
Currency:	GBP	Aggregate nominal value:	10.42759

Prescribed particulars

DIVIDENDS - THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO FULL DIVIDEND RIGHTS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OF A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS LAWFULLY PERMITTED TO DO SO) A) FIRST, IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES SEED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES SEED SHARES; B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £1.00 FOR THE ENTIRE CLASS OF DEFERRED SHARES (WHICH PAYMENT SHALL BE DEEMED SATISFIED BY PAYMENT TO ANY ONE HOLDER OF DEFERRED SHARES); AND C) THE BALANCE OF THE SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. VOTING - THE HOLDERS OF ORDINARY SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. REDEMPTION - ORDINARY SHARES ARE NOT REDEEMABLE

Class of Shares:	SERIES	Number allotted	694561
	SEED	Aggregate nominal value:	6.94561

Currency: **GBP**

Prescribed particulars

DIVIDENDS - THE HOLDERS OF SERIES SEED SHARES SHALL BE ENTITLED TO FULL DIVIDEND RIGHTS. DISTRIBUTION - ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OF A RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) THE SURPLUS ASSETS OF THE COMPANY REMAINING AFTER PAYMENT OF ITS LIABILITIES SHALL BE APPLIED (TO THE EXTENT THAT THE COMPANY IS

LAWFULLY PERMITTED TO DO SO): A) FIRST, IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE SERIES SEED SHAREHOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS OF SERIES SEED SHARES; VOTING - THE HOLDERS OF SERIES SEED SHARES SHALL BE ENTITLED TO RECEIVE NOTICE AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY. REDEMPTION - ORDINARY SHARES ARE NOT REDEEMABLE

Class of Shares:	GROWTH	Number allotted	100000
	SHARES	Aggregate nominal value:	1
Currency:	GBP		

Prescribed particulars

THE B ORDINARY SHARES CARRY FULL VOTING RIGHTS. THE PARTICIPATING EQUITY SHARES (THE ORDINARY SHARES, B ORDINARY SHARES AND SERIES SEED SHARES) RANK PARI PASSU ON A DISTRIBUTION OF DIVIDENDS ON A PRO RATA BASIS. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE LESS THAN THE HURDLE AMOUNT, SUCH SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE GROWTH SHARES, IF ANY, AN AMOUNT PER GROWTH SHARE HELD EQUAL TO THE PRICE CREDITED AS PAID UP ON THAT GROWTH SHARE AND, FINALLY THE BALANCE SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND B ORDINARY SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND B ORDINARY SHARES HELD. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE EQUAL TO OR GREATER THAN THE HURDLE AMOUNT, ANY SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF B ORDINARY SHARES AND, ANY THE BALANCE OF SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND GROWTH SHARES (AS IF

THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND GROWTH SHARES HELD. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Class of Shares:	B	Number allotted	100000
	ORDINARY	Aggregate nominal value:	1

Currency: GBP

Prescribed particulars

THE B ORDINARY SHARES CARRY FULL VOTING RIGHTS. THE PARTICIPATING EQUITY SHARES (THE ORDINARY SHARES, B ORDINARY SHARES AND SERIES SEED SHARES) RANK PARI PASSU ON A DISTRIBUTION OF DIVIDENDS ON A PRO RATA BASIS. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE LESS THAN THE HURDLE AMOUNT, SUCH SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE GROWTH SHARES, IF ANY, AN AMOUNT PER GROWTH SHARE HELD EQUAL TO THE PRICE CREDITED AS PAID UP ON THAT GROWTH SHARE AND, FINALLY THE BALANCE SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND B ORDINARY SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND B ORDINARY SHARES HELD. ON A LIQUIDATION OR A RETURN OF CAPITAL WHERE THE SURPLUS ASSETS OF THE COMPANY ARE EQUAL TO OR GREATER THAN THE HURDLE AMOUNT, ANY SURPLUS ASSETS ARE TO BE DISTRIBUTED FIRST IN PAYING TO EACH OF THE SERIES SEED SHAREHOLDERS AN AMOUNT PER SHARE HELD EQUAL TO THE PREFERENCE AMOUNT, SECOND IN PAYING THE HOLDERS OF DEFERRED SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS, THIRD IN PAYING TO THE HOLDERS OF THE B ORDINARY SHARES, IF ANY, A TOTAL OF £1 FOR THE ENTIRE CLASS OF B ORDINARY SHARES AND, ANY THE BALANCE OF SURPLUS ASSETS SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND GROWTH SHARES (AS IF THEY CONSTITUTED A SINGLE CLASS) PRO RATA TO THE NUMBER OF ORDINARY SHARES AND GROWTH SHARES HELD. THE B ORDINARY SHARES ARE NOT REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	1937320
		Total aggregate nominal value:	19.3732
		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.