

**Return of Allotment of Shares**Company Name: **NXTLVL Education Ltd**Company Number: **13982612**Received for filing in Electronic Format on the: **10/05/2023**

XC38EUC3

Shares Allotted (including bonus shares)

| Date or period during which shares are allotted | From | To |
|--|-------------------|-------------------|
| | 21/04/2023 | 21/04/2023 |

| | | | |
|-------------------------|-----------------|-----------------------------|-------------|
| Class of Shares: | ORDINARY | Number allotted | 5284 |
| Currency: | GBP | Nominal value of each share | 0.1 |
| | | Amount paid: | 0.1 |
| | | Amount unpaid: | 0.0 |

No shares allotted other than for cash

Statement of Capital (Share Capital)

| | | | |
|------------------------|----------|--------------------------|-------|
| Class of Shares: | ORDINARY | Number allotted | 6984 |
| Currency: | GBP | Aggregate nominal value: | 698.4 |
| Prescribed particulars | | | |

VOTING. ALL SHARE CLASSES, CONSISTING OF BOTH ORDINARY AND PRE-SEED (PREFERRED ORDINARY AND ON AN AS CONVERTED BASIS) SHARE CLASSES (AND FOR THE AVOIDANCE OF DOUBT EXCLUDES DEFERRED SHARES) CARRY THE RIGHT TO RECEIVE NOTICE OF ALL GENERAL MEETINGS OF THE COMPANY. ALL SHARE CLASSES (EXCEPT FOR DEFERRED SHARES) CARRY THE RIGHT TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETING OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY. DIVIDENDS. ANY AVAILABLE PROFITS WHICH THE COMPANY MAY DETERMINE WITH THE CONSENT OF THE MAJORITY OF THE HOLDERS OF THE PRE-SEED SHARES ("INVESTOR MAJORITY CONSENT") TO DISTRIBUTE IN RESPECT OF ANY FINANCIAL YEAR SHALL BE SUBJECT TO THE CLASS RIGHTS OF THE PRE-SEED SHARES AND ORDINARY SHARES PARI PASSU AS IF THE SHARES CONSTITUTED ONE CLASS OF SHARE AND PRO RATA TO THEIR RESPECTIVE HOLDINGS (ON AN AS CONVERTED BASIS). RETURN OF CAPITAL AND EXIT. ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR A RETURN OF CAPITAL (WHETHER AN EXIT, LIQUIDATION, CAPITAL REDUCTION OR OTHERWISE) THE SURPLUS ASSETS OF THE COMPANY OR SURPLUS CAPITAL FROM AN EXIT (AFTER PAYMENT OF COMPANY LIABILITIES) SHALL BE APPLIED (A) FIRST, IN PAYING TO EACH OF THE HOLDERS OF THE PRE-SEED SHARES, 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 HOLDERS OF THE PRE-SEED SHARES PRO RATA TO THEIR RESPECTIVE HOLDINGS OF PRE-SEED SHARES) (B) SECOND, IN PAYING TO THE HOLDERS OF THE DEFERRED SHARES, IF ANY, A TOTAL OF £0.01 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 (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF THE ORDINARY SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES HELD. NOTWITHSTANDING THE ABOVE, FOR PURPOSES OF DETERMINING THE AMOUNT EACH HOLDER OF PRE-SEED SHARES IS ENTITLED TO RECEIVE, EACH SUCH HOLDER SHALL BE DEEMED TO HAVE CONVERTED (REGARDLESS OF WHETHER SUCH HOLDER ACTUALLY CONVERTED) SUCH HOLDER'S PRE-SEED SHARES INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE EVENT GIVING RISE TO THE DISTRIBUTION IF, AS A RESULT OF AN ACTUAL CONVERSION, SUCH HOLDER WOULD RECEIVE (AS DETERMINED IN GOOD FAITH BY THE BOARD (ACTING WITH INVESTOR DIRECTOR CONSENT)), IN THE AGGREGATE, AN AMOUNT GREATER THAN THE AMOUNT THAT WOULD BE DISTRIBUTED TO SUCH HOLDER IF SUCH HOLDER DID NOT CONVERT SUCH PRE-SEED SHARES. FOR THE

AVOIDANCE OF DOUBT, THE LIQUIDATION PREFERENCE IS NON-PARTICIPATING AND THE HOLDERS OF PRE-SEED SHARES SHALL ONLY BE ENTITLED TO RECEIVE A DISTRIBUTION PER SHARE HELD (ON AN AS CONVERTED BASIS), AND NOT UNDER MORE THAN ONE SUCH PROVISION.

| | | | |
|-------------------------|-----------------|--------------------------|--------------|
| Class of Shares: | PRE-SEED | Number allotted | 2175 |
| | | Aggregate nominal value: | 217.5 |
| Currency: | GBP | | |
| Prescribed particulars | | | |

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Statement of Capital (Totals)

| | | | |
|-----------|------------|--------------------------------|--------------|
| Currency: | GBP | Total number of shares: | 9159 |
| | | Total aggregate nominal value: | 915.9 |
| | | 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.