



Companies House

# CS01<sub>(ef)</sub>

## Confirmation Statement

Company Name: **NXTLVL Education Ltd**

Company Number: **13982612**



Received for filing in Electronic Format on the: **16/02/2024**

XCX00TSG

Company Name: **NXTLVL Education Ltd**

Company Number: **13982612**

Confirmation **16/02/2024**

Statement date:

# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>6984</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>698.4</b>
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			

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

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**Statement of Capital (Totals)**

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Currency:	<b>GBP</b>	Total number of shares:	<b>9159</b>
		Total aggregate nominal value:	<b>915.9</b>
		Total aggregate amount	<b>0</b>
		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>3130 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>MICHALIS GKONTAS</b>
Shareholding 2:	<b>1700 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>KONSTANTINOS PAPAFAFEIROPOULOS</b>
Shareholding 3:	<b>2154 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>ALEXANDROS XYDAS</b>
Shareholding 4:	<b>251 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>GEORGE DASKALAKIS</b>
Shareholding 5:	<b>42 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>SAYED NAZAR KADHEM</b>
Shareholding 6:	<b>500 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>LATERALUS VENTURES P.C.</b>
Shareholding 7:	<b>22 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>EMILIOS MARKOU</b>
Shareholding 8:	<b>125 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>NAATAP HOLDINGS LTD</b>
Shareholding 9:	<b>125 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>NEW ERA ASSET RECOVERY LIMITED</b>
Shareholding 10:	<b>22 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>ALEXIS PANTAZIS</b>
Shareholding 11:	<b>42 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>ATHANASIOS PAPANGELIS</b>
Shareholding 12:	<b>209 PRE-SEED shares held as at the date of this confirmation statement</b>
Name:	<b>SPLAVIA LTD</b>

Shareholding 13: **84 PRE-SEED shares held as at the date of this confirmation statement**  
Name: **ANDREAS STAVROPOULOS**

Shareholding 14: **251 PRE-SEED shares held as at the date of this confirmation statement**  
Name: **VENEDOS INVESTMENTS LTD**

Shareholding 15: **251 PRE-SEED shares held as at the date of this confirmation statement**  
Name: **WEREALIZE.COM LIMITED**

Shareholding 16: **251 PRE-SEED shares held as at the date of this confirmation statement**  
Name: **XARDCO INVESTMENTS LTD**

## **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