

**Return of Allotment of Shares**Company Name: **FUTURELEARN LIMITED**Company Number: **08324083**Received for filing in Electronic Format on the: **29/07/2022**

XB99NT34

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	14/07/2022	29/07/2022

Class of Shares:	ORDINARY	Number allotted	4317790
Currency:	GBP	Nominal value of each share	1
		Amount paid:	1.158
		Amount unpaid:	0

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B	Number allotted	6083332
	ORDINARY	Aggregate nominal value:	60833.32
Currency:	GBP		
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

64317790

Currency: **GBP**

Aggregate nominal value:

64317790

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.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	70401122
		Total aggregate nominal value:	64378623.32
		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.