



**Second Filing of a Previously Filed Document**

*Company Name:* **VELO HOLDINGS LIMITED**

*Company Number:* **10686255**



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## **Description of the original document**

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# Statement of Capital (Share Capital)

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<b>Class of Shares:</b>	<b>DEFERRED</b>	Number allotted	<b>1378086344</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>13780.86344</b>

Prescribed particulars

ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR 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 A-1 SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE (I) GREATER OF THE SERIES A-1 ISSUE PRICE OR (II) SUCH AMOUNT THAT WOULD BE PAYABLE TO SUCH SERIES A-1 SHAREHOLDER ASSUMING CONVERSION INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE LIQUIDATION OR RETURN OF CAPITAL; (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. FOR THE AVOIDANCE OF DOUBT, THE SERIES A-1 SHAREHOLDERS WILL HAVE NO RIGHT TO PARTICIPATE IN ANY SURPLUS ASSETS. THE DEFERRED SHARES (IF ANY) SHALL CONFER UPON THE FOUNDERS, PRO RATA TO THEIR RESPECTIVE HOLDINGS OF EQUITY SHARES, ON BEHALF OF THE HOLDERS OF THE DEFERRED SHARES, THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.

<b>Class of Shares:</b>	<b>ORDINARY</b>	Number allotted	<b>4052016</b>
Currency:	<b>GBP</b>	Aggregate nominal value:	<b>40.52016</b>

Prescribed particulars

ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR 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 A-1 SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE

HELD EQUAL TO THE (I) GREATER OF THE SERIES A-1 ISSUE PRICE OR (II) SUCH AMOUNT THAT WOULD BE PAYABLE TO SUCH SERIES A-1 SHAREHOLDER ASSUMING CONVERSION INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE LIQUIDATION OR RETURN OF CAPITAL; (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. FOR THE AVOIDANCE OF DOUBT, THE SERIES A-1 SHAREHOLDERS WILL HAVE NO RIGHT TO PARTICIPATE IN ANY SURPLUS ASSETS. 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 TO RECEIVE AND VOTE ON PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.

Class of Shares:	SERIES	Number allotted	52171367
	A-1	Aggregate nominal value:	521.71
Currency:	GBP		

Prescribed particulars

ON A DISTRIBUTION OF ASSETS ON A LIQUIDATION OR 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 A-1 SHAREHOLDERS, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, AN AMOUNT PER SHARE HELD EQUAL TO THE (I) GREATER OF THE SERIES A-1 ISSUE PRICE OR (II) SUCH AMOUNT THAT WOULD BE PAYABLE TO SUCH SERIES A-1 SHAREHOLDER ASSUMING CONVERSION INTO ORDINARY SHARES IMMEDIATELY PRIOR TO THE LIQUIDATION OR RETURN OF CAPITAL; (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. FOR THE AVOIDANCE OF DOUBT, THE SERIES A-1 SHAREHOLDERS WILL HAVE NO RIGHT TO PARTICIPATE IN ANY SURPLUS ASSETS. THE SERIES A-1 SHARES SHALL CONFER ON EACH HOLDER OF SERIES A-1

SHARES THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE  
AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON  
PROPOSED WRITTEN RESOLUTIONS OF THE COMPANY.

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**Statement of Capital (Totals)**

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Currency:	GBP	Total number of shares:	1434309727
		Total aggregate nominal value:	14343.0936
		Total aggregate amount unpaid:	0

# 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: **600000 ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN TERRELL DAVIES**

Shareholding 2: **600000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ELLIOTT DELOACH**

Shareholding 3: **104000 ORDINARY shares held as at the date of this confirmation statement**

Name: **THEODORUS MARINUS MARIA LAMERS**

Shareholding 4: **660000 ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN PARTRIDGE (ACC: 2012IAT)**

Shareholding 5: **660000 ORDINARY shares held as at the date of this confirmation statement**

Name: **JOHN PARTRIDGE (ACC: PRT)**

Shareholding 6: **1028000 ORDINARY shares held as at the date of this confirmation statement**

Name: **ANDREW WEINSTEIN**

Shareholding 7: **1313280 SERIES A-1 shares held as at the date of this confirmation statement**

Name: **BULITO POINT VC IV, LLC**

Shareholding 8: **200000 SERIES A-1 shares held as at the date of this confirmation statement**

Name: **CHUAN CHI KAO**

Shareholding 9: **5100000 SERIES A-1 shares held as at the date of this confirmation statement**

Name: **EMPROS PAYMENT TECHNOLOGIES FUND, LLC**

Shareholding 10: **20000 SERIES A-1 shares held as at the date of this confirmation statement**

Name: **LANCE FENTON**

Shareholding 11:	<b>4960 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID FREDSTON</b>
Shareholding 12:	<b>116640 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>ROBERT GEHLEN</b>
Shareholding 13:	<b>200000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>GRALEX CORPORATION</b>
Shareholding 14:	<b>133280 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>LAWRENCE JATSEK</b>
Shareholding 15:	<b>46640 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>JC MONT FORT HOLDINGS SA</b>
Shareholding 16:	<b>119200 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>DANIEL KUFELD</b>
Shareholding 17:	<b>81600 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID LEGG</b>
Shareholding 18:	<b>500000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>XIAOLI LIANG</b>
Shareholding 19:	<b>666640 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>SOPHIE SZE-HUNG LO</b>
Shareholding 20:	<b>122430 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID J. MUCHA</b>
Shareholding 21:	<b>1421946 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID NAZARIAN</b>
Shareholding 22:	<b>100000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>NEXT STAGE HOLDINGS INC</b>

Shareholding 23:	<b>100000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>ALEX NG ZEE HOWE</b>
Shareholding 24:	<b>42790 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN W. O'CONNOR</b>
Shareholding 25:	<b>50000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>TAKAKO OHTORI</b>
Shareholding 26:	<b>5085780 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN PARTRIDGE (ACC:2012IAT)</b>
Shareholding 27:	<b>13635780 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN PARTRIDGE (ACC: PRT)</b>
Shareholding 28:	<b>66640 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>KAUSIK RAJGOPAL</b>
Shareholding 29:	<b>5456160 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>REDWIRE CAPITAL FUND III, LLC</b>
Shareholding 30:	<b>66640 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>JORDAN M. RICHARDS</b>
Shareholding 31:	<b>46110 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>ANA SANTARINA</b>
Shareholding 32:	<b>24960 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>SCOTT SIEGLER</b>
Shareholding 33:	<b>200000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>SV ANGEL VI LP</b>
Shareholding 34:	<b>33773 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>ERIC UPIN</b>

Shareholding 35:	<b>1760973 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>VENTURE LENDING &amp; LEASING VIII, LLC</b>
Shareholding 36:	<b>1760973 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>VENTURE LENDING &amp; LEASING VII, LLC</b>
Shareholding 37:	<b>133280 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>WOODBURN MANAGEMENT I LTD</b>
Shareholding 38:	<b>533280 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>WOODBURN MANAGEMENT II LTD</b>
Shareholding 39:	<b>300000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>YIN XIE</b>
Shareholding 40:	<b>16 ORDINARY shares held as at the date of this confirmation statement</b>
Name:	<b>IAN BUSH</b>
Shareholding 41:	<b>1000000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>SAUNDERS FAMILY INVESTMENTS LLC</b>
Shareholding 42:	<b>59433 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID FREDSTON</b>
Shareholding 43:	<b>59433 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>IRA FBO ROBERT PAUL GEHLEN PERSHING LLC AS CUSTODIAN ROLLOVER ACCOUNT ROBERT GEHLEN</b>
Shareholding 44:	<b>5943333 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>GIANT SMART GLOBAL LIMITED</b>
Shareholding 45:	<b>5515413 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>REDWIRE CAPITAL FUND II, LLC</b>
Shareholding 46:	<b>150000 SERIES A-1 shares held as at the date of this confirmation statement</b>
Name:	<b>YIPING ZHU</b>



Shareholding 47:	<b>149400000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN DAVIES</b>
Shareholding 48:	<b>149400000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ELLIOTT DELOACH</b>
Shareholding 49:	<b>255972000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ANDREW WEINSTEIN</b>
Shareholding 50:	<b>25896000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>THEODORUS MARINUS MARIA LAMERS</b>
Shareholding 51:	<b>3984 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>IAN BUSH</b>
Shareholding 52:	<b>13416360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>VENTURE LENDING &amp; LEASING VII, LLC</b>
Shareholding 53:	<b>13416360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>VENTURE LENDING &amp; LEASING VIII, LLC</b>
Shareholding 54:	<b>152720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ANA SANTARINA</b>
Shareholding 55:	<b>382720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID J MUCHA</b>
Shareholding 56:	<b>766360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ROBERT GEHLEN</b>
Shareholding 57:	<b>15102720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>BULITO POINT VC IV, LLC</b>
Shareholding 58:	<b>536360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>JC MONT FORT HOLDINGS SA</b>

Shareholding 59:	<b>766360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>JORDAN M. RICHARDS</b>
Shareholding 60:	<b>230000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>LANCE FENTON</b>
Shareholding 61:	<b>938400 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID LEGG</b>
Shareholding 62:	<b>1532720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID NAZARIAN</b>
Shareholding 63:	<b>766360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>KAUSIK RAJGOPAL</b>
Shareholding 64:	<b>1532720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>LAWRENCE JATSEK</b>
Shareholding 65:	<b>1532720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>WOODBURN MANAGEMENT I LTD</b>
Shareholding 66:	<b>6132720 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>WOODBURN MANAGEMENT II LTD</b>
Shareholding 67:	<b>7666360 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>SOPHIE LO</b>
Shareholding 68:	<b>690000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>DANIEL KUFELD</b>
Shareholding 69:	<b>58650000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>EMPROS PAYMENT TECHNOLOGIES FUND, LLC</b>
Shareholding 70:	<b>1150000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>NEXT STAGE HOLDINGS INC</b>

Shareholding 71:	<b>2875000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>REDWIRE INTERNATIONAL, LLC</b>
Shareholding 72:	<b>5750000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>XIAOLI LIANG</b>
Shareholding 73:	<b>3450000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>YIN XIE</b>
Shareholding 74:	<b>2300000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>CHUAN CHI KAO</b>
Shareholding 75:	<b>1150000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ALEX NG ZEE HOWE</b>
Shareholding 76:	<b>1150000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>GRALEX CORPORATION</b>
Shareholding 77:	<b>575000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>TAKAKO OHTORI</b>
Shareholding 78:	<b>287040 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>JOHN W. O'CONNOR</b>
Shareholding 79:	<b>287040 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>SCOTT SIEGLER</b>
Shareholding 80:	<b>115000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>ERIC UPIN</b>
Shareholding 81:	<b>57040 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>DAVID FREDSTON</b>
Shareholding 82:	<b>2300000 DEFERRED shares held as at the date of this confirmation statement</b>
Name:	<b>SV ANGEL VI LP</b>

Shareholding 83: **291337720 DEFERRED shares held as at the date of this confirmation statement**  
Name: **JOHN PARTRIDGE (ACC: PRT)**

Shareholding 84: **199797720 DEFERRED shares held as at the date of this confirmation statement**  
Name: **JOHN PARTRIDGE (ACC: 2012IAT)**

Shareholding 85: **49520840 DEFERRED shares held as at the date of this confirmation statement**  
Name: **REDWIRE CAPITAL FUND III, LLC**

Shareholding 86: **11500000 DEFERRED shares held as at the date of this confirmation statement**  
Name: **SAUNDERS FAMILY INVESTMENTS LLC**

Shareholding 87: **400000 ORDINARY shares held as at the date of this confirmation statement**  
Name: **TREASURY SHARES**

Shareholding 88: **99600000 DEFERRED shares held as at the date of this confirmation statement**  
Name: **TREASURY SHARES**