

SH01

Return of allotment of shares

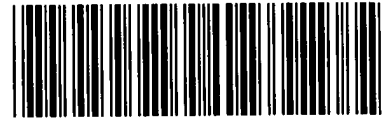


Go online to file this information
www.gov.uk/companieshouse

✓ **What this form is for**
You may use this form to give
notice of shares allotted following
incorporation.

✗ **What this form is NOT for**
You cannot use this form to
give notice of shares taken by
a company on formation of the company
for an allotment of a new
share by an unlimited company.

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COMPANIES HOUSE

1 Company details

Company number 1 0 6 8 6 2 5 5

Company name in full Velo Holdings Limited

→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date ^d 2 ^d 4 ^m 1 ^m 1 ^y 2 ^y 0 ^y 2 ^y 1

To Date ^d ^d ^m ^m ^y ^y ^y ^y

1 Allotment date
If all shares were allotted on the
same day enter that date in the
'from date' box. If shares were
allotted over a period of time,
complete both 'from date' and 'to
date' boxes.

3 Shares allotted

Please give details of the shares allotted, including bonus shares.
(Please use a continuation page if necessary.)

2 Currency
If currency details are not
completed we will assume currency
is in pound sterling.

Currency ²	Class of shares (E.g. Ordinary/Preference etc.)	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
GBP	Series A-1	4,005,000	£0.00001	\$1.00	0

If the allotted shares are fully or partly paid up otherwise than in cash, please
state the consideration for which the shares were allotted.

Continuation page
Please use a continuation page if
necessary.

Details of non-cash
consideration.

If a PLC, please attach
valuation report (if
appropriate)

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Statement of capital

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
GBP	Ordinary	4052016	40.52	
GBP	Series A-1	52171367	521.71	
GBP	Deferred	1378086344	13780.86	
Totals		1434309727	14343.09	0

Currency table B

Totals		0	0	

Currency table C

Totals		0	0	

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
1,434,309,727	£14,343.09	0

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

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5 Statement of capital (prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	Ordinary Shares
Prescribed particulars ①	See continuation sheet

Class of share	Series A-1 Shares
Prescribed particulars ①	See continuation sheet

Class of share	Deferred Shares
Prescribed particulars ①	See continuation sheet

① Prescribed particulars of rights attached to shares

The particulars are:

- a particulars of any voting rights, including rights that arise only in certain circumstances;
- b particulars of any rights, as respects dividends, to participate in a distribution;
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X  X
John Partridge (L 28. 2022 08:25 PDT)
John Partridge

This form may be signed by:
Director ②, Secretary, Person authorised ②, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

② Societas Europaea

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

③ Person authorised

Under either section 270 or 274 of the Companies Act 2006.

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name DMH Stallard LLP

Address 6 New Street Square

New Fetter Lane

Post town London

County/Region

Postcode

E C 4 A 3 B F

Country

DX

Telephone

**Checklist**

We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have shown the date(s) of allotment in section 2.
- ☐ You have completed all appropriate share details in section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

Please note that all information on this form will appear on the public record.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

**Further information**

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Lock Form>>

John Parkes 26.02.2022 08:35 PDF1

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary Shares	
Prescribed particulars	<p>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.</p> <p>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.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Series A-1 Shares	
Prescribed particulars	<p>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.</p> <p>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.</p>	

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Deferred Shares	
Prescribed particulars	<p>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.</p> <p>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.</p>	