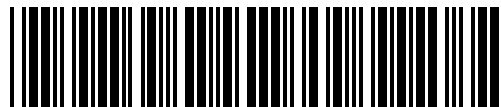


**Return of Allotment of Shares**Company Name: **THE CUVVA GROUP LIMITED**Company Number: **13496602**Received for filing in Electronic Format on the: **05/11/2021**

XAGNMYXF

Shares Allotted (including bonus shares)

Date or period during which shares are allotted	From	To
	03/11/2021	

Class of Shares:	ORDINARY	Number allotted	21195374
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

SHARE FOR SHARE EXCHANGE

Class of Shares:	SEED	Number allotted	4556000
	PREFERRED	Nominal value of each share	0.0001
Currency:	GBP	Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

SHARE FOR SHARE EXCHANGE

Class of Shares:	SERIES A	Number allotted	6126834
	PREFERRED	Nominal value of each share	0.0001
Currency:	GBP	Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

SHARE FOR SHARE EXCHANGE

Class of Shares:	GROWTH	Number allotted	69124
Currency:	GBP	Nominal value of each share	0.0001
		Amount paid:	0
		Amount unpaid:	0

Non-cash consideration

SHARE FOR SHARE EXCHANGE

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	21195375
Currency:	GBP	Aggregate nominal value:	2119.5375

Prescribed particulars

THE PRESCRIBED PARTICULARS OF THE ORDINARY SHARES OF THE COMPANY ARE AS FOLLOWS: A) EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE THE RIGHT TO VOTE ON ANY RESOLUTION AT A GENERAL MEETING OR BY WRITTEN RESOLUTION (WHERE PERMITTED UNDER THE COMPANIES ACT 2006) WHETHER BY PROXY OR IN HIS OWN STEAD AND WHETHER BY A SHOW OF HANDS OR ON A POLL, WHERE A RESOLUTION IS TO BE VOTED ON BY WRITTEN RESOLUTION OR ON A POLL, EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE IN RESPECT OF EACH ORDINARY SHARE HELD. WHERE A RESOLUTION IS TO BE VOTED ON BY A SHOW OF HANDS, EACH HOLDER OF AN ORDINARY SHARE SHALL HAVE ONE VOTE. THE ABOVE PROVISIONS APPLY PROVIDED THAT ALL MONIES PRESENTLY PAYABLE BY THE SHAREHOLDER IN RESPECT OF EACH ORDINARY SHARE HAVE BEEN PAID. B) THE HOLDERS OF ORDINARY SHARES SHALL HAVE EQUAL RIGHTS TO PARTICIPATE IN A DISTRIBUTION IN RESPECT OF DIVIDENDS (INCLUDING ANY INTERIM DIVIDENDS) AND THAT DISTRIBUTION SHALL NOT BE LIMITED TO A SPECIFIC AMOUNT. DIVIDENDS SHALL BE PROPORTIONATE TO THE AMOUNT PAID UP ON EACH ORDINARY SHARE. C) THE HOLDERS OF ORDINARY SHARES SHALL HAVE EQUAL RIGHTS TO PARTICIPATE IN A DISTRIBUTION IN RESPECT OF CAPITAL AND THAT DISTRIBUTION SHALL NOT BE LIMITED TO A SPECIFIC AMOUNT. D) NONE OF THE ORDINARY SHARES ARE TO BE REDEEMED OR LIABLE TO BE REDEEMED AT THE OPTION OF THE COMPANY.

Class of Shares:	SEED	Number allotted	4556000
	PREFERRED	Aggregate nominal value:	455.6
Currency:	GBP		

Prescribed particulars

AS REGARDS VOTING, THE HOLDERS OF THE SEED PREFERRED SHARES SHALL HAVE 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. SUBJECT TO THE SERIES A PREFERRED SHARES GETTING THEIR PREFERENTIAL CAPITAL TREATMENT AS SET OUT IN ARTICLES 5 AND 6: AS REGARDS CAPITAL, THE HOLDERS OF THE SEED PREFERRED SHARES ARE ENTITLED TO THE GREATER OF (1) AN AMOUNT PER SEED PREFERRED SHARE EQUAL TO THE AMOUNT PAID UP OR CREDITED AS PAID UP (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DECLARED BUT UNPAID DIVIDEND; OR (2) AN AMOUNT PER SHARE EQUIVALENT TO THAT WHICH THE HOLDERS OF SEED PREFERRED SHARES WOULD HAVE RECEIVED HAD THE SEED PREFERRED SHARES CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH LIQUIDATION OR RETURN OF CAPITAL. AS REGARDS INCOME, THE HOLDERS OF THE SEED PREFERRED SHARES ARE ENTITLED TO, TOGETHER WITH THE HOLDERS OF THE ORDINARY SHARES, THE AVAILABLE PROFITS OF THE COMPANY (TO BE DISTRIBUTED AMONGST THE HOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS).

Class of Shares:	SERIES	Number allotted	6126834
	A	Aggregate nominal value:	612.6834
	PREFERRED		

Currency: **GBP**

Prescribed particulars

AS REGARDS VOTING, THE HOLDERS OF THE SERIES A PREFERRED SHARES SHALL HAVE 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. AS REGARDS CAPITAL, THE HOLDERS OF THE SERIES A PREFERRED SHARES ARE ENTITLED TO THE GREATER OF (1) AN AMOUNT PER SERIES A PREFERRED SHARE EQUAL TO THE AMOUNT PAID UP OR CREDITED AS PAID UP (INCLUDING PREMIUM) FOR SUCH SHARE PLUS ANY DECLARED BUT UNPAID DIVIDEND; OR (2) AN AMOUNT PER SHARE EQUIVALENT TO THAT WHICH THE HOLDERS OF SERIES A PREFERRED SHARES WOULD HAVE RECEIVED HAD THE SERIES A PREFERRED SHARES CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH LIQUIDATION OR RETURN OF CAPITAL. AS REGARDS INCOME, THE HOLDERS OF THE SERIES A PREFERRED SHARES ARE ENTITLED TO, TOGETHER WITH THE HOLDERS OF THE ORDINARY SHARES, THE AVAILABLE PROFITS OF THE COMPANY (TO BE DISTRIBUTED AMONGST THE HOLDERS PRO RATA TO THEIR RESPECTIVE HOLDINGS).

Class of Shares: GROWTH

Number allotted

69124

Currency: **GBP**

Aggregate nominal value:

6.9124

Prescribed particulars

NO VOTING RIGHTS OR RIGHTS TO RECEIVE A DIVIDEND AND ONLY PARTICIPATE IN CAPITAL DISTRIBUTIONS (INCLUDING ON A WINDING UP) AFTER: (1) PREFERRED SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES, THE GREATER OF: (A) AN AMOUNT PER PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT PLUS ANY DECLARED BUT UNPAID DIVIDEND DECLARED IN ACCORDANCE WITH ARTICLE 4 (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT IN FULL, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES PRO RATA TO THE AMOUNTS WHICH THEY WOULD HAVE RECEIVED HAD THE PREFERENCE AMOUNT BEEN PAID IN FULL); OR (B) AN AMOUNT PER SHARE EQUIVALENT TO THAT WHICH THE HOLDERS OF PREFERRED SHARES WOULD HAVE RECEIVED HAD THE PREFERRED SHARES CONVERTED INTO ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH LIQUIDATION OR RETURN OF CAPITAL; (2) SEED PREFERRED SHARES, IN PRIORITY TO ANY OTHER CLASSES OF SHARES (EXCEPT FOR THE PREFERRED SHARES), THE GREATER OF: 1) AN AMOUNT PER SEED PREFERRED SHARE EQUAL TO THE PREFERENCE AMOUNT PLUS ANY DECLARED BUT UNPAID DIVIDEND DECLARED IN ACCORDANCE WITH ARTICLE 4 (PROVIDED THAT IF THERE ARE INSUFFICIENT SURPLUS ASSETS TO PAY THE AMOUNTS PER SHARE EQUAL TO THE PREFERENCE AMOUNT IN FULL, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF SEED PREFERRED SHARES PRO RATA TO THE AMOUNTS WHICH THEY WOULD HAVE RECEIVED HAD THE PREFERENCE AMOUNT BEEN PAID IN FULL); OR (2) AN AMOUNT PER SHARE EQUIVALENT TO THAT WHICH THE HOLDERS OF SEED PREFERRED SHARES WOULD HAVE RECEIVED HAD THE SEED PREFERRED SHARES CONVERTED ORDINARY SHARES IMMEDIATELY PRIOR TO SUCH LIQUIDATION OR RETURN OF CAPITAL; (3) PAYING 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 (4) THE BALANCE OF THE SURPLUS ASSETS (IF ANY) SHALL BE DISTRIBUTED AMONG THE HOLDERS OF ORDINARY SHARES AND GROWTH SHARES PRO RATA TO THE NUMBER OF ORDINARY SHARES AND GROWTH SHARES HELD BY THEM RESPECTIVELY SAVE THAT THE HOLDERS OF GROWTH SHARES SHALL HAVE NO ENTITLEMENT OTHER THAN TO 0.1% OF ANY DISTRIBUTIONS DUE TO A HOLDER OF ORDINARY SHARES PURSUANT TO THIS ARTICLE 5.1(D) PRIOR TO EACH HOLDER OF ORDINARY SHARES HAVING RECEIVED AN AMOUNT PURSUANT TO THIS ARTICLE 5.1(D) EQUAL TO 99.9% OF THE HURDLE AMOUNT OF THAT GROWTH SHARE (THE "APPLICABLE GROWTH SHARES") AND THEREAFTER THE APPLICABLE GROWTH SHARES SHALL PARTICIPATE PARI PASSU WITH

THE ORDINARY SHARES (AND ANY GROWTH SHARES WITH LOWER HURDLE AMOUNTS) IN ANY DISTRIBUTIONS IN EXCESS OF THE APPLICABLE GROWTH SHARE'S HURDLE AMOUNT.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	31947333
		Total aggregate nominal value:	3194.7333
		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.