

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 on formation of the company
for an allotment of a new class of shares by an unlimited
company.

FRIDAY



A13 *AB01FRDD* #251
18/03/2022
COMPANIES HOUSE

1 Company details

Company number 1 3 4 9 6 6 0 2

Company name in full The Cuvva Group 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

From Date d 0 d 8 m 0 m 3 y 2 y 0 y 2 y 2
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	Growth	69,124	0.0001	0.0144667	0.00

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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP	See attached schedule			
Totals				

Currency table B

Totals				

Currency table C

Totals				

**Totals (including continuation
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
32,086,200	£3,208.62	£0.00

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

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

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
GBP	Growth	145,076	£14.5076	
GBP	Ordinary	21,258,290	£2,125.829	
GBP	Seed Preferred	4,556,000	£455.60	
GBP	Series A Preferred	6,126,834	£612.6834	
Totals		32,086,200	£3,208.62	£0.00

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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

Growth

Prescribed particulars
1

See attached schedule

Class of share

Ordinary

Prescribed particulars
1

See attached schedule

Class of share

Seed Preferred

Prescribed particulars
1

See attached schedule

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.

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Signature

I am signing this form on behalf of the company.

Signature

Signature

X


 C. BARENT

X

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

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

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Seed Preferred	
Prescribed particulars	<p>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 dividend; or (2) an amount per share equivalent to that which the holders of SeedPreferred 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).</p>	

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

Class of share	Series A Preferred	
Prescribed particulars	<p>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).</p>	

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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

Bird & Bird Company

Secretaries Limited

Address

12 New Fetter Lane

Post town

London

County/Region

Postcode

E

C

4

A

1

J

P

Country

United Kingdom

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