



Companies House

CS01_(ef)

Confirmation Statement

Company Name: **The Cuvva Group Limited**

Company Number: **13496602**



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Company Name: **The Cuvva Group Limited**

Company Number: **13496602**

Confirmation **26/01/2024**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	GROWTH	Number allotted	145076
Currency:	GBP	Aggregate nominal value:	14.5076
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.

Class of Shares:	ORDINARY	Number allotted	23341953
Currency:	GBP	Aggregate nominal value:	2334.1953

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 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	9633778
	A	Aggregate nominal value:	963.3778
	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).

Statement of Capital (Totals)

Currency: **GBP**

Total number of shares: **37676807**

Total aggregate nominal value: **3767.6807**

Total aggregate amount **0**

unpaid:

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: **138248 GROWTH shares held as at the date of this confirmation statement**

Name: **BRUCE CARNEGIE-BROWN**

Shareholding 2: **6828 GROWTH shares held as at the date of this confirmation statement**

Name: **JOE CROSS**

Shareholding 3: **90726 ORDINARY shares held as at the date of this confirmation statement**

Name: **EMILY ADELSBACH**

Shareholding 4: **63627 ORDINARY shares held as at the date of this confirmation statement**

Name: **JONATHAN ASQUITH**

Shareholding 5: **34562 ORDINARY shares held as at the date of this confirmation statement**

Name: **MARK BEITH**

Shareholding 6: **7955 ORDINARY shares held as at the date of this confirmation statement**

Name: **DEEPAK BHALLA**

Shareholding 7: **2263125 ORDINARY shares held as at the date of this confirmation statement**

Name: **JAMES EDWARD BILLINGHAM**

Shareholding 8: **4608 transferred on 2023-03-16**

0 ORDINARY shares held as at the date of this confirmation statement
Name: **GEORGE BOSSON**

Shareholding 9: **5625 ORDINARY shares held as at the date of this confirmation statement**

Name: **CHLOE BRUNKER**

Shareholding 10: **52106 ORDINARY shares held as at the date of this confirmation statement**

Name: **DOMINIC BURKE**

Shareholding 11: **233000 ORDINARY shares held as at the date of this confirmation statement**

Name: **LAURENT CARAFFA**

Shareholding 12:	58129 ORDINARY shares held as at the date of this confirmation statement
Name:	BRUCE CARNEGIE-BROWN
Shareholding 13:	677000 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL ROBERT CHOWDHRY
Shareholding 14:	1845931 ORDINARY shares held as at the date of this confirmation statement
Name:	CUVVA NOMINEE LIMITED
Shareholding 15:	228000 ORDINARY shares held as at the date of this confirmation statement
Name:	ROBERT DOBSON
Shareholding 16:	132977 ORDINARY shares held as at the date of this confirmation statement
Name:	JUSTIN DOWLEY
Shareholding 17:	9217 ORDINARY shares held as at the date of this confirmation statement
Name:	NICOLAS DUPUIS
Shareholding 18:	32258 ORDINARY shares held as at the date of this confirmation statement
Name:	NICCOLO FERRAGAMO
Shareholding 19:	88825 ORDINARY shares held as at the date of this confirmation statement
Name:	ROBIN HOWARD FRY
Shareholding 20:	37076 ORDINARY shares held as at the date of this confirmation statement
Name:	FAISAL GALARIA
Shareholding 21:	564000 ORDINARY shares held as at the date of this confirmation statement
Name:	ALEXANDER GILBERT
Shareholding 22:	485000 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL GREGORY
Shareholding 23:	213825 ORDINARY shares held as at the date of this confirmation statement
Name:	CHARLES SCOTT-ADIE HAMILTON
Shareholding 24:	243433 ORDINARY shares held as at the date of this confirmation statement

Name:	MALCOLM SCOTT-ADIE HAMILTON
Shareholding 25:	39000 ORDINARY shares held as at the date of this confirmation statement
Name:	NICHOLAS HUNGERFORD
Shareholding 26:	175438 ORDINARY shares held as at the date of this confirmation statement
Name:	INNA KHODORKOVSKAYA
Shareholding 27:	6912 ORDINARY shares held as at the date of this confirmation statement
Name:	LINGCHENG KONG
Shareholding 28:	10345918 ORDINARY shares held as at the date of this confirmation statement
Name:	CHARLES FREDERICK MACNAMARA
Shareholding 29:	657451 ORDINARY shares held as at the date of this confirmation statement
Name:	NICHOLAS SHERREN PARKER
Shareholding 30:	807000 ORDINARY shares held as at the date of this confirmation statement
Name:	PBTS HOLDING LLC
Shareholding 31:	795000 ORDINARY shares held as at the date of this confirmation statement
Name:	RMWT TRUSTEES (AS TRUSTEES OF THE RORY MACNAMARA WILL TRUST)
Shareholding 32:	682000 ORDINARY shares held as at the date of this confirmation statement
Name:	PAUL ROWLLINGS
Shareholding 33:	701754 ORDINARY shares held as at the date of this confirmation statement
Name:	SEEDRS NOMINEES LIMITED
Shareholding 34:	182000 ORDINARY shares held as at the date of this confirmation statement
Name:	CAMERON SINCLAIR-PARRY
Shareholding 35:	249000 ORDINARY shares held as at the date of this confirmation statement
Name:	AMARENDRA SWARUP
Shareholding 36:	9217 ORDINARY shares held as at the date of this confirmation statement
Name:	ALLEN LLOYD THOMAS

Shareholding 37:	417000 ORDINARY shares held as at the date of this confirmation statement
Name:	NEIL THOMAS
Shareholding 38:	393375 ORDINARY shares held as at the date of this confirmation statement
Name:	ANDREW GEORGE GODFREY TOMLINSON
Shareholding 39:	9338 ORDINARY shares held as at the date of this confirmation statement
Name:	HARRIET TROTTER
Shareholding 40:	1153 ORDINARY shares held as at the date of this confirmation statement
Name:	MERCY WANGECHI
Shareholding 41:	19000 ORDINARY shares held as at the date of this confirmation statement
Name:	SARAH LOUISE WARHURST
Shareholding 42:	485000 ORDINARY shares held as at the date of this confirmation statement
Name:	COLIN WEDDELL
Shareholding 43:	323000 SEED PREFERRED shares held as at the date of this confirmation statement
Name:	LOCAL GLOBE VII PARALLEL, L.P.
Shareholding 44:	2585000 SEED PREFERRED shares held as at the date of this confirmation statement
Name:	LOCAL GLOBE VII, L.P.
Shareholding 45:	291000 SEED PREFERRED shares held as at the date of this confirmation statement
Name:	SEEDCAMP III LP
Shareholding 46:	388000 SEED PREFERRED shares held as at the date of this confirmation statement
Name:	TECHSTARS VENTURES 2014, LP
Shareholding 47:	969000 SEED PREFERRED shares held as at the date of this confirmation statement
Name:	TEKTON VENTURES LLC
Shareholding 48:	485644 SERIES A PREFERRED shares held as at the date of this confirmation statement
Name:	DIGITAL HORIZON EARLY STAGE FUND 1 LP
Shareholding 49:	7541 SERIES A PREFERRED shares held as at the date of this confirmation statement

Name: **JUSTIN DOWLEY**

Shareholding 50: **3592336 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **F/I VENTURE SLP**

Shareholding 51: **17492 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **MALCOLM SCOTT-ADIE HAMILTON**

Shareholding 52: **12249 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **NICHOLAS HUNGERFORD**

Shareholding 53: **555636 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **LOCAL GLOBE OPPORTUNITY, L.P**

Shareholding 54: **96069 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **LOCAL GLOBE VII PARALLEL, L.P.**

Shareholding 55: **768546 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **LOCAL GLOBE VII, L.P.**

Shareholding 56: **56150 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **NICHOLAS SHERREN PARKER**

Shareholding 57: **2779151 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **RTP GLOBAL INVESTMENTS LIMITED**

Shareholding 58: **1111271 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **RTP GLOBAL PARTNERS II OPPORTUNITY, L.P.**

Shareholding 59: **59527 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **SEEDCAMP III LP**

Shareholding 60: **92166 SERIES A PREFERRED shares held as at the date of this confirmation statement**
Name: **TEKTON VENTURES LLC**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor