

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **March 31, 2022**

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-40296

NUVVE HOLDING CORP.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

86-1617000

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2468 Historic Decatur Road,

San Diego,

California

92106

(Address of principal executive offices)

(Zip Code)

(619) 456-5161

(Registrant's telephone number), including area code

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	NVVE	The Nasdaq Stock Market
Warrants to Purchase Common Stock	NVVEW	The Nasdaq Stock Market

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of May 5, 2022, 18,969,086 shares of the issuer's common stock, par value \$0.0001 per share, were issued and outstanding.

EXPLANATORY NOTE

This Amendment No. 1 (this "Amendment") amends the Quarterly Report on Form 10-Q for the three months ended March 31, 2022, that we originally filed with the Securities and Exchange Commission (the "SEC") on May 12, 2022 (the "Original Filing"). This Amendment is being filed to amend and restate the three months ended March 31, 2022 condensed consolidated financial statements due to the direct expensing of originally deferred financing

costs, and the reclassification of the related unvested warrants from equity to warrant liability in the second quarter of 2021 as described in Note 2 to the Consolidated Financial Statements of this amended Form 10-Q. Also, we updated Management’s Discussion and Analysis of Financial Condition and Results of Operations based on the restated financial information. This Amendment should be read in conjunction with the Company’s amended 2021 Form 10-K/A.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), this Amendment updates Item 4 material weakness, and revises Item 15 of Part IV to include currently dated certifications by our principal executive officer and principal financial officer as exhibits to this Amendment and updates the Exhibit Index to reflect the inclusion of these certifications.

Other than the items outlined above, this Amendment does not modify or update the Original Filing. This Amendment does not reflect events occurring after the date of the Original Filing or modify or update those disclosures that may be affected by subsequent events. Such subsequent matters are addressed in subsequent reports filed by us with the SEC.

NUVVE HOLDING CORP.
FORM 10-Q FOR THE QUARTER ENDED March 31, 2022

TABLE OF CONTENTS

<u>PART I—FINANCIAL INFORMATION</u>		1
<u>Item 1.</u>	<u>Interim Condensed Consolidated Financial Statements (Unaudited).</u>	1
<u>Item 2.</u>	<u>Management’s Discussion and Analysis of Financial Condition and Results of Operations.</u>	32
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk.</u>	41
<u>Item 4.</u>	<u>Controls and Procedures.</u>	41
<u>PART II—OTHER INFORMATION</u>		42
<u>Item 1.</u>	<u>Legal Proceedings</u>	42
<u>Item 1A.</u>	<u>Risk Factors</u>	42
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds.</u>	43
<u>Item 3.</u>	<u>Defaults Upon Senior Securities.</u>	43
<u>Item 4.</u>	<u>Mine Safety Disclosures.</u>	43
<u>Item 5.</u>	<u>Other Information.</u>	43
<u>Item 6.</u>	<u>Exhibits.</u>	43

PART I—FINANCIAL INFORMATION

Item 1. Interim Financial Statements.

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	March 31, 2022	December 31, 2021
	(As Restated) (1)	
Assets		
Current assets		
Cash	\$ 23,704,646	\$ 32,360,520
Restricted cash	480,000	380,000
Accounts receivable	1,431,134	1,886,708
Inventories	9,328,206	11,118,188
Prepaid expenses and other current assets	1,685,008	1,036,645
Total Current Assets	36,628,994	46,782,061
Property and equipment, net	572,499	356,194
Intangible assets, net	1,446,218	1,481,077
Investment	670,951	670,951
Right-of-use operating assets	3,397,270	3,483,042
Financing receivables	238,624	138,161
Security deposit, long-term	3,057	3,057
Total Assets	\$ 42,957,613	\$ 52,914,543
Liabilities, Mezzanine Equity and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 3,216,560	\$ 5,738,873
Accrued expenses	3,564,224	2,874,018
Deferred revenue	690,868	719,771
Operating lease liabilities - current	254,057	41,513
Other liabilities	108,384	110,574
Total Current Liabilities	7,834,093	9,484,749
Operating lease liabilities - noncurrent	3,319,734	3,441,642
Warrants liability	4,792,475	9,543,000
Derivative liability - non-controlling redeemable preferred shares	433,000	511,948
Other long-term liabilities	17,283	18,860
Total Liabilities	16,396,585	23,000,199
Commitments and Contingencies		
Mezzanine equity		
Redeemable non-controlling interests, preferred shares, zero par value, 1,000,000 shares authorized, 3,138 shares issue and outstanding at March 31, 2022 and December 31, 2021; aggregate liquidation preference of \$3,264,775 at March 31, 2022	3,063,365	2,901,899
Stockholders' (Deficit) Equity		
Preferred stock, \$0.0001 par value, 1,000,000 shares authorized; zero shares issued and outstanding at March 31, 2022 and December 31, 2021, respectively	—	—
Common stock, \$0.0001 par value, 100,000,000 shares authorized; 18,891,500 and 18,861,130 shares issued and outstanding at March 31, 2022 and December 31, 2021, respectively	1,891	1,888
Additional paid-in capital	123,792,248	122,336,607
Accumulated other comprehensive income (loss)	99,762	113,446
Accumulated deficit	(97,568,191)	(92,937,863)
Nuvve Stockholders' Equity (Deficit)	26,325,710	29,514,078
Non-controlling interests	(2,828,047)	(2,501,633)
Total Stockholders' Equity (Deficit)	23,497,663	27,012,445
Total Liabilities, Mezzanine equity and Stockholders' Equity	\$ 42,957,613	\$ 52,914,543

(1) See Note 2.

The accompanying notes are an integral part of these condensed consolidated financial statements.

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended March 31,	
	2022	2021
	(As Restated) (1)	
Revenue		
Products and services	\$ 2,253,784	\$ 311,903
Grants	117,249	487,129
Total revenue	2,371,033	799,032
Operating expenses		
Cost of product and service revenue	2,142,312	127,228
Selling, general, and administrative	7,625,550	4,482,740
Research and development	2,135,575	1,262,950
Total operating expenses	11,903,437	5,872,918
Operating loss	(9,532,404)	(5,073,886)
Other income (expense)		
Interest income (expense)	1,458	(597,549)
Change in fair value of warrants liability	4,776,000	421,830
Change in fair value of derivative liability	53,472	—
Other, net	(29,787)	(112,115)
Total other (expense) income, net	4,801,143	(287,834)
Loss before taxes	(4,731,261)	(5,361,720)
Income tax (benefit) expense	—	—
Net loss	\$ (4,731,261)	\$ (5,361,720)
Less: Net loss attributable to non-controlling interests	(100,933)	—
Net loss attributable to Nuvve Holding Corp.	\$ (4,630,328)	\$ (5,361,720)
Less: Preferred dividends on redeemable non-controlling interests	64,015	—
Less: Accretion on redeemable non-controlling interests preferred shares	161,466	—
Net loss attributable to Nuvve common stockholders	\$ (4,855,809)	\$ (5,361,720)
Net loss per share attributable to Nuvve common stockholders, basic and diluted	\$ (0.26)	\$ (0.52)
Weighted-average shares used in computing net loss per share attributable to Nuvve common stockholders, basic and diluted	18,864,374	10,408,080

(1) See Note 2.

The accompanying notes are an integral part of these condensed consolidated financial statements.

NUVVE HOLDING CORP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)

	Three Months Ended March 31,	
	2022	2021
	<small>(As Restated) (1)</small>	
Net loss	\$ (4,731,261)	\$ (5,361,720)
Other comprehensive (loss) income, net of taxes		
Foreign currency translation adjustments, net of taxes	(13,684)	116,749
Total Comprehensive loss	\$ (4,744,945)	\$ (5,244,971)
Less: Comprehensive loss attributable to non-controlling interests	(100,933)	—
Comprehensive loss attributable to Nuvve Holding Corp.	\$ (4,644,012)	\$ (5,244,971)
Less: Preferred dividends on redeemable non-controlling interests	(64,015)	—
Less: Accretion on redeemable non-controlling interests preferred shares	(161,466)	—
Comprehensive loss attributable to Nuvve common stockholders	<u>\$ (4,418,531)</u>	<u>\$ (5,244,971)</u>

(1) See Note 2.

The accompanying notes are an integral part of these condensed consolidated financial statements.

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Non-controlling Interests	Total
	Shares	Amount					
Balances 12/31/2021 (As Restated) (1)	18,861,130	\$ 1,888	\$ 122,336,607	\$ 113,446	\$ (92,937,863)	\$ (2,501,633)	27,012,445
Exercise of stock options and vesting of restricted stock	30,370	3	—	—	—	—	3
Stock-based compensation	—	—	1,455,641	—	—	—	1,455,641
Currency translation adjustment	—	—	—	(13,684)	—	—	(13,684)
Preferred dividends - non-controlling interest	—	—	—	—	—	(64,015)	(64,015)
Accretion on redeemable non-controlling interests preferred shares	—	—	—	—	—	(161,466)	(161,466)
Net loss	—	—	—	—	(4,630,328)	(100,933)	(4,731,261)
Balances 3/31/2022 (As Restated) (1)	<u>18,891,500</u>	<u>\$ 1,891</u>	<u>\$ 123,792,248</u>	<u>\$ 99,762</u>	<u>\$ (97,568,191)</u>	<u>\$ (2,828,047)</u>	<u>\$ 23,497,663</u>

(1) See Note 2.

The accompanying notes are an integral part of these condensed consolidated financial statements.

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT) (continued)
(Unaudited)

	Series A Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount				
Balances December 31, 2020, as previously reported	16,789,088	\$ 1,679	26,162,122	\$ 2,616	\$ 19,650,659	\$ (77,841)	\$ (20,457,823)	\$ (880,710)
Conversion of shares due to merger capitalization	(16,789,088)	(1,679)	(17,039,126)	(1,704)	3,383	—	—	—
Balances 12/31/2020, as adjusted	—	—	9,122,996	912	19,654,042	(77,841)	(20,457,823)	(880,710)
Beneficial conversion feature - convertible debenture	—	—	—	—	427,796	—	—	427,796
Conversion of convertible debenture	—	—	544,178	54	3,999,381	—	—	3,999,435
Repurchase of common stock from EDF	—	—	(600,000)	(60)	(5,999,940)	—	—	(6,000,000)
Assumption of private warrant liability from Newborn	—	—	—	—	(1,253,228)	—	—	(1,253,228)
Merger recapitalization, net of share redemption of \$18,629 and issuance costs of \$5,979,675	—	—	8,060,418	806	51,750,557	—	—	51,751,363
Placement agent fee paid in common stock	—	—	208,532	21	2,085,299	—	—	2,085,320
PIPE offering, less issuance costs of \$2,500	—	—	1,425,000	143	14,247,357	—	—	14,247,500
Notice of exercise of put option	—	—	—	—	(2,000,000)	—	—	(2,000,000)
Stock-based compensation	—	—	—	—	262,105	—	—	262,105
Currency translation adjustment	—	—	—	—	—	116,749	—	116,749
Net loss	—	—	—	—	—	—	(5,361,720)	(5,361,720)
Balances March 31, 2021	—	—	18,761,124	1,876	83,173,369	38,908	(25,819,543)	57,394,610

The accompanying notes are an integral part of these condensed consolidated financial statements.

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31,	
	2022	2021
Operating activities	(As Restated) (1)	
Net loss	\$ (4,731,261)	\$ (5,361,720)
Adjustments to reconcile to net loss to net cash used in operating activities		
Depreciation and amortization	67,302	41,390
Share-based compensation	1,455,644	262,105
Beneficial conversion feature on convertible debenture	—	427,796
Accretion of discount on convertible debenture	—	116,147
Change in fair value of warrants liability	(4,776,000)	(421,830)
Change in fair value of derivative liability	(53,472)	—
Loss on disposal of asset	—	1,405
Gain on extinguishment of PPP Loan	—	(764)
Noncash lease expense	178,849	—
Change in operating assets and liabilities		
Accounts receivable	454,849	151,204
Inventory	1,789,982	(1,853,640)
Prepaid expenses and other assets	(915,356)	(1,656,880)
Accounts payable	(2,521,672)	1,703,781
Accrued expenses	624,722	3,723,729
Deferred revenue	(23,476)	233,426
Net cash used in operating activities	(8,449,889)	(2,633,851)
Investing activities		
Proceeds from sale of property and equipment	—	8,107
Purchase of property and equipment	(250,861)	—
Net cash (used) provided in investing activities	(250,861)	8,107
Financing activities		
Deposit with Newborn	—	(287,500)
Proceeds from Newborn Escrow Account	—	58,471,961
Redemption of Newborn shares	—	(18,630)
Issuance costs related to reverse recapitalization and PIPE offering	—	(3,704,921)
Proceeds from PIPE offering	—	14,250,000
Repayment of Newborn sponsor loans	—	(487,500)
Repurchase of common stock from EDF	—	(6,000,000)
Newborn cash acquired	—	50,206
Payment of finance lease Obligations	(2,073)	—
Net cash (used) provided in financing activities	(2,073)	62,273,616
Effect of exchange rate on cash	146,949	119,541
Net increase (decrease) in cash and restricted cash	(8,555,874)	59,767,413
Cash and restricted cash at beginning of year	32,740,520	2,275,895
Cash and restricted cash at end of period	\$ 24,184,646	\$ 62,043,308

(1) See Note 2.

The accompanying notes are an integral part of these condensed consolidated financial statements.

NUVVE HOLDING CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (continued)
(Unaudited)

	Three Months Ended March 31,	
	2022	2021
Supplemental Disclosure of Noncash Financing Activity		
Conversion of preferred stock to common stock	\$ —	\$ 1,679
Conversion of debenture and accrued interest to common shares	\$ —	\$ 3,999,435
Conversion of shares due to reverse recapitalization	\$ —	\$ 3,383
Issuance of common stock for merger success fee	\$ —	\$ 2,085,299
Non-cash merger transaction costs	\$ —	\$ 2,085,299
Accrued transaction costs related to reverse recapitalization	\$ —	\$ 189,434
Issuance of private warrants	\$ —	\$ 1,253,228
Transfer of Inventory to property and equipment	\$ 87,095	\$ —

The accompanying notes are an integral part of these condensed consolidated financial statements.

Note 1 – Organization and Description of Business

Description of Business

Nuvve Holding Corp., a Delaware corporation headquartered in San Diego, California (the “Company” or “Nuvve”), was founded on November 10, 2020 under the laws of the state of Delaware. On March 19, 2021, the Company (at the time known as NB Merger Corp.) acquired the outstanding shares of Nuvve Corporation (“Nuvve Corp.”), and the Company changed its name to Nuvve Holding Corp.

Structure of the Company

Nuvve has two wholly owned subsidiaries, Nuvve Corp. and Nuvve Co (Nuvve Japan). Nuvve Corp. has three wholly owned subsidiaries: (1) Nuvve Denmark ApS, (“Nuvve Denmark”), a company registered in Denmark, (2) Nuvve SaS, a company registered in France, and (3) Nuvve LTD, a company registered in United Kingdom. In March 2020, following the establishment of its investment in Dreev in 2019 (Note 6), the Company ceased operations of its subsidiary, Nuvve SaS in France. The two employees of Nuvve SaS resigned from the Company in March 2020 and were concurrently hired by Dreev. Financial results for Nuvve SaS are included in the Company’s financial results through the cessation of operations.

On August 4, 2021, the Company formed Levo Mobility LLC, a Delaware limited liability company (“Levo”), with Stonepeak Rocket Holdings LP, a Delaware limited partnership (Stonepeak”), and Evolve Transition Infrastructure LP, a Delaware limited partnership (“Evolve”). Levo is a consolidated a entity of the Company. Please see [Note 2](#) for the principles of consolidation.

Levo is a sustainable infrastructure company focused on rapidly advancing the electrification of transportation by funding V2G-enabled EV fleet deployments. Levo utilizes Nuvve’s V2G technology and committed capital from Stonepeak and Evolve to offer Fleet-as-a-Service for school buses, last-mile delivery, ride hailing and ride sharing, municipal services, and more to eliminate the primary barriers to EV fleet adoption including large upfront capital investments and lack of expertise in securing and managing EVs and associated charging infrastructure.

Levo's turnkey solution simplifies and streamlines electrification, can lower the total cost of EV operation for fleet owners, and support the grid when the EVs are not in use. For a fixed monthly payment with no upfront cost, Levo will provide the EVs, such as electric school buses, charging infrastructure powered by Nuvve’s V2G platform, EV and charging station maintenance, energy management, and technical advice.

Levo will initially focus on electrifying school buses, providing associated charging infrastructure, and delivering V2G services to enable safer and healthier transportation for children while supporting carbon dioxide emission reduction, renewable energy integration, and improved grid resiliency.

Note 2 – Summary of Significant Accounting Policies

For a detailed discussion about the Company's significant accounting policies, see Note 2, "Summary of Significant Accounting Policies," in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 (the "2021 Form 10-K").

During the three months ended March 31, 2022, there were no significant updates made to the Company's significant accounting policies.

Basis of Presentation

The accompanying unaudited (i) condensed consolidated balance sheet as of December 31, 2021, which has been derived from audited financial statements, and (ii) the unaudited interim condensed financial statements have been prepared in accordance pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") regarding interim financial reporting. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") have been condensed or omitted pursuant to those rules and regulations, although the Company believes that the disclosures made are adequate to make the information not misleading. Therefore, it is suggested that these unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes in the 2021 Form 10-K, filed with the Securities and Exchange Commission ("SEC") on March 31, 2022.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments necessary to present fairly the financial position, results of operations, comprehensive loss, cash flows, and stockholders' equity for the interim periods, but are not necessarily indicative of the results to be anticipated for the full year 2022 or any future period.

In accordance with Accounting Standards Codification ("ASC") 205-40, Presentation of Financial Statements - Going Concern, the Company has evaluated whether there are conditions and events, considered in the aggregate, that raise substantial doubt about its ability to continue as a going concern within one year after the that the consolidated financial statements are issued. Since inception, the Company has incurred recurring losses and negative cash flows from operations since inception and has an accumulated deficit of \$97.6 million as of March 31, 2022. Nuvve incurred operating losses of approximately \$9.5 million for the quarter ended March 31, 2022, and \$27.2 million and \$4.7 million for the years ended December 31, 2021, and 2020, respectively. As of March 31, 2022, Nuvve had a cash balance, working capital, and stockholders' equity of \$23.7 million, \$28.8 million and \$23.5 million, respectively. The Company continues to expect to generate operating losses and negative cash flows and may need additional funding to support its planned operating activities through profitability. The transition to profitability is dependent upon the successful expanded commercialization of the Company's GIVE platform and the achievement of a level of revenues adequate to support its cost structure.

The Company expects its cash and cash equivalents as of May 12, 2022 will be sufficient to fund current planned operations for at least the next twelve months from the date of issuance of these consolidated financial statements. Management's expectations with respect to its ability to fund current planned operations is based on estimates that are subject to risks and uncertainties. Actual results could be different from management's estimates and should actual results be less favorable than these estimates management would ultimately need to take corrective steps to improve future operating results and its financial condition.

Restatement of Previously Issued Financial Statements

Subsequent to the issuance of the company's condensed consolidated financial statements as of March 2022 and 2021, errors were identified relating to the following:

The associated income tax expense or benefit and related deferred tax assets or liabilities have been reflected, including the impact of valuation allowance.

(1) Unvested warrants issued to Stonepeak and Evolve in May 2021, as described in Note 11, should be accounted for as a single unit of account as opposed to multiple units of account. As a result, these unvested warrants, which were previously recorded in equity, have been reclassified to liabilities on the consolidated balance sheet. As a single unit of account, the unvested warrants' settlement value is impacted by the amount of capital expenditures associated with Levo's customer contracts, which caused the unvested warrants to not be indexed to the Company's equity. The unvested warrant liability is adjusted to its estimated fair value at each reporting date.

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(2) As part of the fair value of warrants and stock option (“Instruments”) granted to Stonepeak and Evolve in May 2021, in conjunction with the formation of Levo, the Company inaccurately capitalized the costs incurred to deferred financing costs, and should have expensed such costs. The Company determined that there was not sufficient basis to record deferred financing costs associated with Stonepeak and Evolve’s plans to contribute capital to the Levo venture. As a result, the estimated fair value of the Instruments that were previously recorded as a capitalized asset are corrected to recognize an expense upon issuance of the Instruments during the second quarter of 2021. The expense is non-cash and does not impact the existing conditional capital commitment the Company has from Stonepeak and Evolve or the pursuit of customer deployments funded by this conditional capital commitment.

The associated income tax expense or benefit and related deferred tax assets or liabilities have been reflected, including the impact of valuation allowance.

The following tables summarize the effect of the aforementioned adjustments on the Company’s Condensed Consolidated Balance Sheets as of March 31, 2022 and December 31, 2021, and the Company’s Condensed Consolidated Statement of Operations, and Condensed Consolidated Statement of Cash Flows for the three months ended March 31, 2022:

Condensed Consolidated Balance Sheets	March 31, 2022		March 31, 2022	
	As Previously Reported	Adjustment	As Restated	
Assets				
Deferred financing costs	\$ 43,562,847	\$ (43,562,847)	\$ —	
Total Assets	\$ 86,520,460	\$ (43,562,847)	\$ 42,957,613	
Current Liabilities				
Warrants liability	\$ 458,476	\$ 4,333,999	\$ 4,792,475	
Total Liabilities	\$ 12,062,586	\$ 4,333,999	\$ 16,396,585	
Mezzanine equity				
Redeemable non-controlling interests, preferred shares, zero par value, 1,000,000 shares authorized, 3,138 shares issue and outstanding at March 31, 2022 and December 31, 2021; aggregate liquidation preference of \$3,264,775 at March 31, 2022	\$ 3,046,892	\$ 16,472	\$ 3,063,365	
Stockholders’ (Deficit) Equity				
Additional paid-in capital	\$ 128,594,145	\$ (4,801,897)	\$ 123,792,248	
Accumulated deficit	\$ (56,385,798)	\$ (41,182,393)	\$ (97,568,191)	
Nuvve Stockholders’ Equity (Deficit)	\$ 72,310,000	\$ (45,984,290)	\$ 26,325,710	
Non-controlling interests	\$ (899,018)	\$ (1,929,029)	\$ (2,828,047)	
Total Stockholders’ Equity (Deficit)	\$ 71,410,982	\$ (47,913,319)	\$ 23,497,663	
Total Liabilities, Mezzanine equity and Stockholders’ Equity	\$ 86,520,460	\$ (43,562,847)	\$ 42,957,613	

Condensed Consolidated Statement of Operations	Three Months Ended March 31, 2022		Three Months Ended March 31, 2022	
	As Previously Reported	Adjustment	As Restated	
Change in fair value of warrants liability	\$ 433,000	\$ 4,343,000	\$ 4,776,000	
Total other (expense) income, net	\$ 458,143	\$ 4,343,000	\$ 4,801,143	
Loss before taxes	\$ (9,074,261)	\$ 4,343,000	\$ (4,731,261)	
Net loss	\$ (9,074,261)	\$ 4,343,000	\$ (4,731,261)	
Net loss attributable to Nuvve Holding Corp.	\$ (8,973,328)	\$ 4,343,000	\$ (4,630,328)	
Net loss attributable to Nuvve common stockholders	\$ (9,198,809)	\$ 4,343,000	\$ (4,855,809)	
Net loss per share attributable to Nuvve common stockholders, basic and diluted	\$ (0.49)	\$ 0.23	\$ (0.26)	

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

	Three Months Ended March 30,		Three Months Ended March 30,	
	2022		2022	
	As Previously Reported	Adjustment	As Restated	
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS				
Net loss	\$ (9,074,261)	4,343,000	\$ (4,731,261)	
Comprehensive loss attributable to Nuvve common stockholders	\$ (8,761,531)	4,343,000	\$ (4,418,531)	

	CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY		
	As Previously Reported	Adjustment	As Restated
	Net Loss	\$ (9,074,261)	\$ 4,343,000
Balance March 31, 2022	\$ 71,410,982	\$ (47,913,319)	\$ 23,497,663

	Three Months Ended March 31,		Three Months Ended March 31,	
	2022		2022	
	As Previously Reported	Adjustment	As Restated	
Condensed Consolidated Statement of Cash Flows				
Operating activities				
Net loss	\$ (9,074,261.00)	\$ 4,343,000.00	\$ (4,731,261.00)	
Adjustments to reconcile to net loss to net cash used in operating activities				
Change in fair value of warrants liability	\$ (433,000.00)	\$ (4,343,000.00)	\$ (4,776,000.00)	
Net cash used in operating activities	\$ (8,449,889.00)	\$ —	\$ (8,449,889.00)	

Principles of Consolidation

The condensed consolidated financial statements include the accounts and operations of the Company, its wholly owned subsidiaries and its consolidated variable interest entity. All intercompany accounts and transactions have been eliminated upon consolidation.

Variable Interest Entities

Pursuant to the consolidation guidance, the Company first evaluates whether it holds a variable interest in an entity in which it has a financial relationship and, if so, whether or not that entity is a variable interest entity ("VIE"). A VIE is an entity with insufficient equity at risk for the entity to finance its activities without additional subordinated financial support or in which equity investors lack the characteristics of a controlling financial interest. If an entity is determined to be a VIE, the Company evaluates whether the Company is the primary beneficiary. The primary beneficiary analysis is a qualitative analysis based on power and economics. The Company concludes that it is the primary beneficiary and consolidates the VIE if the Company has

both (i) the power to direct the activities of the VIE that most significantly influence the VIE's economic performance, and (ii) the obligation to absorb losses of, or the right to receive benefits from, the VIE that could potentially be significant to the VIE.

The Company formed Levo with Stonepeak and Evolve, in which the Company owns 51% of Levo's common units. The Company has determined that Levo is a VIE in which the Company is the primary beneficiary. Accordingly, the Company consolidates Levo and records a non-controlling interest for the share of the entity owned by Stonepeak and Evolve.

Assets and Liabilities of Consolidated VIEs

The Company's condensed consolidated financial statements include the assets, liabilities and results of operations of VIEs for which the Company is the primary beneficiary. The other equity holders' interests are reflected in "Net loss attributable to non-controlling interests" in the condensed consolidated statements of operations and "Non-controlling interests" in the condensed consolidated balance sheets. See [Note 18](#) for details of non-controlling interests. The Company began consolidating the assets, liabilities and results of operations of Levo during the quarter ended March 31, 2022.

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The creditors of the consolidated VIE do not have recourse to the Company other than to the assets of the consolidated VIEs. The following table summarizes the carrying amounts of Levo assets and liabilities included in the Company's condensed consolidated balance sheets at March 31, 2022:

	March 31, 2022	
Assets		
Cash	\$	28,257
Total Assets	\$	28,257
Liabilities and Mezzanine Equity		
Accrued expenses	\$	236,775
Derivative liability - non-controlling redeemable preferred shares		458,476
Total Liabilities	\$	695,251

Redeemable Non-Controlling Interest - Mezzanine Equity

Redeemable non-controlling interest represents the shares of the preferred stock issued by Levo to Stonepeak and Evolve (the "preferred shareholders") who own 49% of Levo common units. The preferred stock is not mandatorily redeemable or currently redeemable, but it could be redeemable with the passage of time at the election of Levo, the preferred shareholders or a trigger event as defined in the preferred stock agreement. As a result of the contingent put right available to the preferred shareholders, the redeemable non-controlling interests in Levo are classified outside of permanent equity in the Company's unaudited condensed consolidated balance sheets as mezzanine equity. The initial carrying value of the redeemable non-controlling interest is reported at the initial proceeds received on issuance date, reduced by the fair value of embedded derivatives resulting in an adjusted initial carrying value. The adjusted initial carrying value is further adjusted for the accretion of the difference with the redemption price value using the effective interest method. The accretion amount is a deemed dividend recorded against retained earnings or, in its absence, to additional-paid-in-capital. The carrying amount of the redeemable non-controlling interest is measured at the higher of the carrying amount adjusted each reporting period for income (or loss) attributable to the non-controlling interest, or the carrying amount adjusted each reporting period by the accretion amount. See [Note 18](#) for details.

Non-controlling interests

The Company presents non-controlling interests as a component of equity on its condensed consolidated balance sheets and reports the portion of its earnings or loss for non-controlling interest as net earnings or loss attributable to non-controlling interests in the condensed consolidated statements of operations.

Emerging Growth Company

Section 102(b)(1) of the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act") permits emerging growth companies ("EGC") to delay complying with new or revised financial accounting standards that do not yet apply to private companies (that is, those that have not had a Securities Act registration statement declared effective or do not have a class of securities registered under the Exchange Act). The Company qualifies as an EGC. The JOBS Act provides that an EGC can elect to opt-out of the extended transition period and comply with the requirements that apply to non-EGCs, but any such election to opt-out is irrevocable. The Company has elected not to opt-out of such an extended transition period, which means that when a standard is issued or revised and it has different application dates for public or private companies, the Company, as an EGC, can adopt the new or revised standard at the time private companies adopt the new or revised standard. This different adoption timing may make a comparison of the Company's financial statements with another public company which is neither an EGC nor an EGC that has opted out of using the extended transition period difficult or impossible because of the potential differences in accounting standards used.

COVID-19

The novel coronavirus (COVID-19) which was declared a pandemic in March 2020, and the related restrictive measures such as travel restrictions, quarantines, and shutdowns, has negatively impacted the global economy. As national and local governments in different countries ease COVID-19 restrictions, and vaccines are distributed and rolled out successfully, we continue to see improved economic trends. However, COVID-19 and actions taken to mitigate its spread have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which the Company operates. The Company continues to monitor the situation closely but, at this time, is unable to predict the cumulative impact, both in terms of severity and duration, that the coronavirus pandemic has and will have on its business, operating results, cash flows and financial condition, and it could be material if the current circumstances continue to exist for a prolonged period of time. In addition to any direct impact on Nuvve's business, it is reasonably possible that the estimates made by management in preparing Nuvve's financial statements have been, or will be, materially and adversely impacted in the near term as a result of the on-going COVID-19 conditions.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that may affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant estimates and assumptions made by management include the impairment of intangible assets, the net realizable value of inventory, the fair value of share-based payments, the fair value of notes payable conversion options, revenue recognition, the fair value of warrants, and the recognition and disclosure of contingent liabilities.

Management evaluates its estimates on an ongoing basis. Actual results could materially vary from those estimates.

Cash and Restricted Cash

The Company maintains cash balances that can, at times, exceed amounts insured by the Federal Deposit Insurance Corporation, which is up to \$250,000. The Company has not experienced any losses in these accounts and believes it is not exposed to any significant credit risk in this area.

Concentrations of Credit Risk

At March 31, 2022 and December 31, 2021, the financial instruments which potentially expose the Company to concentration of credit risk consist of cash in financial institutions (in excess of federally insured limits) and trade receivables.

The Company had certain customers whose revenue individually represented 10% or more of the Company's total revenue, or whose accounts receivable balances individually represented 10% or more of the Company's total accounts receivable, as follows:

For the three months ended March 31, 2022 and 2021, one customer accounted for 72.8%, and two customers in aggregate accounted for 49.9% of revenue, respectively.

During the three months ended March 31, 2022 and 2021, the Company's top five customers accounted for approximately 87.5% and 71.4%, respectively, of the Company's total revenue.

At March 31, 2022, two customers in aggregate accounted for 35.7% of accounts receivable. At December 31, 2021, two customers in aggregate accounted for 32.2% of accounts receivable.

Approximately 58.7% and 56.0% of the Company's trade accounts receivable balance was with five customers at March 31, 2022 and December 31, 2021, respectively. The Company estimates its maximum credit risk for accounts receivable at the amount recorded on the balance sheet. The trade accounts receivables are generally short-term and all probable bad debt losses have been appropriately considered in establishing the allowance for doubtful accounts.

Recently adopted accounting pronouncements

None.

Recently issued accounting pronouncements not yet adopted

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”). ASU 2016-13 requires, among other things, the use of a new current expected credit loss (“CECL”) model in determining the allowances for doubtful accounts with respect to accounts receivable, accrued straight-line rents receivable, and notes receivable. The CECL model requires that an entity estimate its lifetime expected credit loss with respect to these receivables and record allowances that, when deducted from the balance of the receivables, represent the net amounts expected to be collected. Entities will also be required to disclose information about how the entity developed the allowances, including changes in the factors that influenced its estimate of expected credit losses and the reasons for those changes. This update is effective for fiscal years beginning after December 15, 2022, with early adoption permitted. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

Note 3 – Revenue Recognition

The disclosures below discuss the Company’s material revenue contracts.

The following table provides information regarding disaggregated revenue based on revenue by service lines for the three months ended March 31:

	Three Months Ended March 31,	
	2022	2021
Revenue recognized over time:		
Services	\$ 194,650	\$ 167,245
Grants	117,249	487,129
Products	2,059,134	144,658
Total revenue	<u>\$ 2,371,033</u>	<u>\$ 799,032</u>

The aggregate amount of revenue for the Company’s existing contracts with customers as of March 31, 2022 expected to be recognized in the future, and classified as deferred revenue on the condensed consolidated Balance Sheet, for years ended December 31, is as follows (this disclosure does not include revenue related to contracts whose original expected duration is one year or less):

2022 (remaining nine months)	\$ 540,331
Thereafter	150,537
Total	<u>\$ 690,868</u>

Segment Reporting

The Company operates in a single business segment, which is the EV V2G Charging segment. The following table summarizes the Company’s revenues for the three months ended March 31, 2022 and 2021:

	Three Months Ended March 31,	
	2022	2021
Revenues:		
United States	\$ 2,227,734	\$ 591,831
United Kingdom	37,390	141,286
Denmark	105,909	65,915
	<u>\$ 2,371,033</u>	<u>\$ 799,032</u>

The following table summarizes the Company’s long-lived assets in different geographic locations as of March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Long-lived assets:		
United States	\$ 1,948,891	\$ 1,811,607
Denmark	23,550	25,664
	<u>\$ 1,972,441</u>	<u>\$ 1,837,271</u>

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Note 4 – Fair Value Measurements

The following are the liabilities measured at fair value on the condensed consolidated balance sheet at March 31, 2022 using quoted price in active markets for identical assets (Level 1); significant other observable inputs (Level 2); and significant unobservable inputs (Level 3):

	Level 1: Quoted Prices in Active Markets for Identical Assets	Level 2: Significant Other Observable Inputs	Level 3: Significant Unobservable Inputs	Total at March 31, 2022	Total Gains (Losses) For The Three Months Ended March 31, 2022
Recurring fair value measurements					
Private warrants	\$ —	\$ —	\$ 433,000	\$ 433,000	\$ 433,000
Stonepeak and Evolve unvested warrants	\$ —	\$ —	\$ 4,334,000	\$ 4,334,000	\$ 4,343,000
Derivative liability - non-controlling redeemable preferred shares	\$ —	\$ —	\$ 458,476	\$ 458,476	\$ 53,472
Total recurring fair value measurements	\$ —	\$ —	\$ 5,225,476	\$ 5,225,476	\$ 4,829,472

The following is a reconciliation of the opening and closing balances for the liabilities related to the warrants (Note 11) and derivative liability - non-controlling redeemable preferred shares measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the three months ended March 31, 2022:

	Private Warrants	Stonepeak and Evolve unvested warrants (Restated) (1)	Non-controlling redeemable preferred shares - derivative liability
Balance at December 31, 2021	\$ 866,000	\$ 8,677,000	\$ 511,948
Total (gains) losses for period included in earnings	(433,000)	(4,343,000)	(53,472)
Balance at March 31, 2022	\$ 433,000	\$ 4,334,000	\$ 458,476

The fair value of the level 3 Private Warrants was estimated at March 31, 2022 using the Black-Scholes model which used the following inputs: term of 3.97 years, risk free rate of 2.4%, no dividends, volatility of 64.0%, and strike price of \$11.50.

The following table presents the significant unobservable inputs and valuation methodologies used for the Company's fair value measurements of non-recurring (level 3) Stonepeak and Evolve unvested warrants:

	Series C Unvested Warrants	Series D Unvested Warrants	Series E Unvested Warrants	Series F Unvested Warrants
Fair value (in millions)	\$1.7	\$1.2	\$0.8	\$0.6
Valuation methodology	Monte Carlo Simulation & Black Scholes	Monte Carlo Simulation & Black Scholes	Monte Carlo Simulation & Black Scholes	Monte Carlo Simulation & Black Scholes
Term (years)	9.10	9.10	9.10	9.10
Risk free rate	2.3%	2.3%	2.3%	2.3%
Exercise price	\$15.0	\$20.0	\$30.0	\$40.0
Volatility	56.0%	56.0%	56.0%	56.0%
Capital expenditure forecast (in millions)	\$125.0	\$250.0	\$375.0	\$500.0
Probability of warrants vesting	90.8%	76.0%	63.8%	54.4%

The fair value of the level 3 derivative liability - non-controlling redeemable preferred shares are estimated at March 31, 2022 using the Monte Carlo Simulation model which used the following inputs: terms range from 3.0 years to 7.0 years, risk free rate of 2.4%, no dividends, volatility of 56.0% and probability of redemptions triggered of 75.0%.

There were no transfers between Level 1 and Level 2 of the fair value hierarchy in 2022 and 2021.

Cash, accounts receivable, accounts payable, and accrued expenses are generally carried on the cost basis, which management believes approximates fair value due to the short-term maturity of these instruments.

Note 5 - Derivative Liability - Non-Controlling Redeemable Preferred Stock

The Company has determined that the redemption features embedded in the non-controlling redeemable preferred stock is required to be accounted for separately from the redeemable preferred stock as a derivative liability. Separation of the redemption features as a derivative liability is required because its economic characteristics and risks are considered more akin to a debt instrument, and therefore, not considered to be clearly and closely related to the economic characteristics of the redeemable preferred stock. The economic characteristics of the redemption features are considered more akin to an debt instrument because the minimum redemption value could be greater than the face amount, the redemption features are contingently exercisable, and the shares carry a fixed mandatory dividend.

Accordingly, the Company has recorded an embedded derivative liability representing the estimated fair value of the right of the holders to exercise their redemption option upon the occurrence of a redemption event. The embedded derivative liability is adjusted to reflect fair value at each period end with changes in fair value recorded in the “Change in fair value of derivative liability” financial statement line item of the company’s consolidated statements of operations. For additional information on the non-controlling redeemable preferred stock, see [Note 18](#).

The following table display the fair value of derivatives by balance sheet line item at March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Other long term liabilities:		
Derivative liability - non-controlling redeemable preferred shares	\$ 458,476	\$ 511,948

Note 6 – Investment in Dreev

The Company accounts for its 13% equity ownership in Dreev under the cost method. The Company has a consulting services agreement with Dreev related to software development and operations. The consulting services were zero for each of the three months ended March 31, 2022 and 2021. The consulting services are being provided to Dreev at the Company’s cost and is recognized, net of consulting costs, as other income, net in the condensed consolidated statements of operations.

Note 7 – Account Receivables, Net

The following tables summarizes the Company's accounts receivable on the consolidated balance sheets at March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Trade receivables	\$ 1,494,322	\$ 1,949,896
Less: allowance for doubtful accounts	(63,188)	(63,188)
Accounts receivable, net	\$ 1,431,134	\$ 1,886,708

Allowance for doubtful accounts:

Balance December 31, 2021	\$	(63,188)
Provision		—
Write-off		—
Recoveries		—
Balance March 31, 2022	\$	(63,188)

Note 8 – Inventories

The following table summarizes the Company’s inventories balance by category:

	March 31, 2022	December 31, 2021
DC Chargers	\$ 7,431,300	\$ 7,687,598
AC Chargers	204,687	232,920
Vehicles - School Buses (1)	1,620,000	3,180,000
Others	72,219	17,670
Total	\$ 9,328,206	\$ 11,118,188

(1) As of March 31, 2022, the Company has taken delivery of ten school buses it has committed to purchase from the manufacturer within one year from the purchase order date of May 26, 2021. During the first quarter ended March 31, 2022, five school buses were sold.

Note 9 – Property, Plant and Equipment

The following table summarizes the Company’s property, plant and equipment balance at March 31, 2022 and December 31, 2021:

	March 31, 2022	December 31, 2021
Computers & Servers	\$ 113,490	\$ 105,499
Vehicles	168,862	168,862
Office furniture and equipment	317,546	161,771
Others	93,146	6,050
Total	693,044	442,182
Less: Accumulated Depreciation	(120,545)	(85,988)
Property, plant and equipment, net	\$ 572,499	\$ 356,194

	March 31, 2022	March 31, 2021
Depreciation expense	\$ 25,975	\$ 6,508

Note 10 – Intangible Assets

At both March 31, 2022 and December 31, 2021, the Company had recorded a gross intangible asset balance of \$2,091,556, which is related to patent and intangible property rights acquired. Amortization expense of intangible assets was \$34,860 each for the three months ended March 31, 2022 and 2021. Accumulated amortization totaled \$645,340 and \$610,480 at March 31, 2022 and December 31, 2021, respectively.

The net amount of intangible assets of \$1,446,218 at March 31, 2022, will be amortized over the weighted average remaining life of 10.6 years.

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Total estimated future amortization expense is as follows:

2022 (remaining nine months)	\$	104,577
2023		139,437
2024		139,437
2025		139,437
2026		139,437
Thereafter		783,893
	<u>\$</u>	<u>1,446,218</u>

Note 11 – Stockholders' Equity

As of March 31, 2022, the Company has authorized two classes of stock, Common Stock, and Preferred Stock. The total number of shares of all classes of capital stock which the Company has authority to issue is 101,000,000, of which 100,000,000 authorized shares are Common Stock with a par value of \$0.0001 per share ("Common Stock"), and 1,000,000 authorized shares are Preferred Stock of the par value of \$0.0001 per share ("Preferred Stock"). Please see Note 12, "Stockholders' Equity," in the Notes to Consolidated Financial Statements included in the Company's 2021 Form 10-K for a detailed discussion of the Company's stockholders' equity. Additionally, see Note 19, "Levo Mobility LLC Entity," in the Notes to Consolidated Financial Statements included in the Company's 2021 Form 10-K for a detailed discussion of the Company's Stonepeak and Evolve Warrants and Securities Purchase agreement, and Levo definitive agreements.

Warrants - Stonepeak and Evolve

On May 17, 2021, in connection with the signing of a letter of agreement, as reference above, relating to the formation of a venture, Levo Mobility LLC (the "Letter Agreement"), the Company issued to Stonepeak and Evolve a ten years warrants to purchase common stock (allocated 90% to Stonepeak and 10% to Evolve). See below for details. The grant-date fair value of the warrants issued to Stonepeak and Evolve were; series B \$12.8 million, series C \$5.6 million, series D \$4.8 million, series E \$3.8 million and series F \$3.2 million. The fair values of the vested warrants are recorded in the consolidated balance sheets in additional-paid-in capital in stockholders' equity as the vested warrants are indexed to the Company's common stock and meet the conditions for equity classification. The unvested warrants are recorded as a liability in the consolidated balance sheet at fair value, with changes in fair value recorded in the consolidated statement of operations, as the unvested warrants are deemed not to be indexed to the Company's common stock. See [Note 4](#) for details of changes in fair value of the unvested warrants recorded in the consolidated statement of operations.

In connection with the signing of the Letter Agreement, the Company issued to Stonepeak and Evolve the following ten years warrants to purchase common stock (allocated 90% to Stonepeak and 10% to Evolve):

- Series B warrants to purchase 2,000,000 shares of the Company's common stock, at an exercise price of \$10.00 per share, which are fully vested upon issuance,
- Series C warrants to purchase 1,000,000 shares of the Company's common stock, at an exercise price of \$15.00 per share, which are vested as to 50% of the shares upon issuance and vest as to the remaining 50% when Levo has entered into contracts with third parties for \$125 million in aggregate capital expenditures,
- Series D warrants to purchase 1,000,000 shares of the Company's common stock, at an exercise price of \$20.00 per share, which are vested as to 50% of the shares upon issuance and vest as to the remaining 50% when Levo has entered into contracts with third parties for \$250 million in aggregate capital expenditures,
- Series E warrants to purchase 1,000,000 shares of the Company's common stock, at an exercise price of \$30.00 per share, which are vested as to 50% of the shares upon issuance and vest as to the remaining 50% when Levo has entered into contracts with third parties for \$375 million in aggregate capital expenditures, and
- Series F warrants to purchase 1,000,000 shares of the Company's common stock, at an exercise price of \$40.00 per share, which are vested as to 50% of the shares upon issuance and vest as to the remaining 50% when Levo has entered into contracts with third parties for \$500 million in aggregate capital expenditures.

The warrants may be exercised at any time on or after the date that is 180 days after the applicable vesting date.

Warrants - Public and Private

In connection with its initial public offering on February 19, 2020, Newborn sold 5,750,000 units, which included one warrant to purchase Newborn's common stock (the "Public Warrants"). Also, on February 19, 2020, NeoGenesis Holding Co., Ltd., Newborn's sponsor ("the Sponsor"), purchased an aggregate of 272,500 private units, each of which included one warrant (the "Private Warrants"), which have the same terms as the Public Warrants. Upon completion of the merger between Nuvve and Newborn, the Public Warrants and Private Warrants were automatically converted to warrants to purchase Common Stock of the Company.

The terms of the Private Warrants are identical to the Public Warrants as described above, except that the Private Warrants are not redeemable so long as they are held by the Sponsor or its permitted transferees. Concurrently with the execution of the Merger Agreement on November 11, 2020, Newborn entered into subscription agreements with certain accredited investors pursuant to which the investors agreed to purchase 1,425,000 of Newborn's common stock, at a purchase price of \$10.00 per share, for an aggregate purchase price of \$14,250,000 (the PIPE). Upon closing of the PIPE immediately prior to the closing of the Business Combination, the PIPE investors also received 1.9 PIPE Warrants to purchase the Company's Common Stock for each share of Common Stock purchased. The PIPE Warrants are each exercisable for one-half of a common share at \$11.50 per

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

share and have the same terms as described above for the Public Warrants. The PIPE investors received demand and piggyback registration rights in connection with the securities issued to them.

The following table is a summary of the number of shares of the Company's Common Stock issuable upon exercise of warrants outstanding at March 31, 2022 (there were no warrants outstanding at December 31, 2021):

	Number of Warrants	Number of Warrants Exercisable	Exercise Price	Expiration Date
Public Warrants	2,875,000	2,875,000	\$11.50	March 19, 2026
Private Warrants	136,250	136,250	\$11.50	March 19, 2026
PIPE Warrants	1,353,750	1,353,750	\$11.50	March 19, 2026
Stonepeak/Evolve Warrants - series B	2,000,000	2,000,000	\$10.00	May 17, 2031
Stonepeak/Evolve Warrants - series C	1,000,000	500,000	\$15.00	May 17, 2031
Stonepeak/Evolve Warrants - series D	1,000,000	500,000	\$20.00	May 17, 2031
Stonepeak/Evolve Warrants - series E	1,000,000	500,000	\$30.00	May 17, 2031
Stonepeak/Evolve Warrants - series F	1,000,000	500,000	\$40.00	May 17, 2031
	10,365,000	8,365,000		

Because the Private Warrants have dissimilar terms with respect to the Company's redemption rights depending on the holder of the Private Warrants, the Company determined that the Private Warrants are required to be carried as a liability in the condensed consolidated balance sheet at fair value, with changes in fair value recorded in the condensed consolidated statement of operations. The Private Warrants are reflected as a liability in the condensed consolidated balance sheet as of March 31, 2022 in the amount of \$433,000 and the change in the fair value of the Private Warrant for the three months ended March 31, 2022 of is reflected as a gain of \$433,000, in the condensed consolidated statement of operations.

Unit Purchase Option

On February 19, 2020, Newborn sold to the underwriters of its initial public offering for \$100, a unit purchase option ("UPO") to purchase up to a total of 316,250 units at \$11.50 per unit (or an aggregate exercise price of \$3,636,875) commencing on the date of Newborn's initial business combination, March 19, 2021, and expiring February 13, 2025. Each unit issuable upon exercise of the UPO consists of one and one-tenth of a share of the Company's common stock and one warrant to purchase one share of the Company's common stock at the exercise price of \$11.50 per share. The warrant has the same terms as the Public Warrant. In no event will the Company be required to net cash settle the exercise of the UPO or the warrants underlying the UPO. The holders of the unit purchase option have demand and "piggy back" registration rights for periods of five and seven years, respectively, from the effective date of the IPO, including securities directly and indirectly issuable upon exercise of the unit purchase option. The UPO is classified within stockholders' equity as "additional paid-in capital" in accordance with *ASC 815-40, Derivatives and Hedging-Contracts* in an Entity's Own Equity, as the UPO is indexed to the Company's common stock and meets the conditions for equity classification.

Securities Purchase Agreement

On May 17, 2021, in connection with the signing of a letter of agreement relating to the formation of a venture, Levo Mobility LLC, the Company entered into a Securities Purchase Agreement with Stonepeak and Evolve which provide them from time to time between November 13, 2021 and November 17, 2028, in their sole discretion, to purchase up to an aggregate of \$250 million in shares of the Company's common stock at a purchase price of \$50.00 per share (allocated 90% to Stonepeak and 10% to Evolve). See below for details. The grant-date fair value of the Securities Purchase Agreement to purchase shares of the Company's common stock was \$12.6 million, and is recorded in the condensed consolidated balance sheet as equity in additional-paid-in capital as it is indexed to the Company's common stock and meets the conditions for equity classification, and deferred financing costs. The carrying amount of the deferred financing costs is reduced as the commitment amount is funded, and the amount is charged to additional-paid-in capital.

In connection with the signing of the Letter Agreement, as reference above, the Company also entered into a Securities Purchase Agreement (the "SPA") and a Registration Rights Agreement (the "RRA") with Stonepeak and Evolve.

- Under the SPA, from time to time between November 13, 2021 and November 17, 2028, Stonepeak and Evolve may elect, in their sole discretion, to purchase up to an aggregate of \$250 million in shares of the Company's common stock at a purchase price of \$50.00 per share (allocated 90% to Stonepeak and 10% to Evolve). The SPA includes customary representations and warranties and closing conditions and customary indemnification provisions. In addition, Stonepeak and Evolve may elect to purchase shares under the SPA on a cashless basis in the event of a change of control of the Company.

Note 12 – Stock Option Plan

In 2010, the Company adopted the 2010 Equity Incentive Plan (the “2010 Plan”), which provides for the grant of restricted stock awards, stock options, and other share-based awards to employees, consultants, and directors. In November 2020, the Company’s Board of Directors extended the term of the 2010 Plan to July 1, 2021. In 2021, the Company adopted the 2020 Equity Incentive Plan (the “2020 Plan”), which provides for the grant of restricted stock awards, incentive and non-statutory stock options, and other share-based awards to employees, consultants, and directors. As of March 31, 2022, there is an aggregate of 3,300,000 common shares reserved for issuance under the 2020 Plan. All options granted to date have a ten years contractual life and vesting terms of four years. In general, vested options expire if not exercised at termination of service. As of March 31, 2022, a total of 1,321,374 shares of common stock remained available for future issuance under the 2020 Plan.

Stock-based compensation expense for the three months ended March 31 are as follows

	Three Months Ended March 31,	
	2022	2021
Options	\$ 822,106	\$ 262,105
Restricted stock	613,839	—
Total	\$ 1,435,945	\$ 262,105

The Company uses the Black-Scholes option pricing model to estimate the fair value of stock options. Fair value is estimated at the date of grant for employee and nonemployee options. The following assumptions were used in the Black-Scholes model to calculate the fair value of stock options granted for the three months ended March 31, 2022 for the 2010 Plan and the 2020 Plan.

	2010 Plan	2020 Plan
Expected life of options (in years) (1)	6.1	6.1
Dividend yield (2)	0 %	0 %
Risk-free interest rate (3)	2.00 %	2.00 %
Volatility (4)	54.4 %	54.4 %

- (1) The expected life of options is the average of the contractual term of the options and the vesting period.
- (2) No cash dividends have been declared on the Company’s common stock since the Company’s inception, and the Company currently does not anticipate declaring or paying cash dividends over the expected life of the options.
- (3) The risk-free interest rate is based on the yields on U.S. Treasury debt securities with maturities approximating the estimated life of the options.
- (4) Volatility is estimated by management. As the Company has been a private company for most of its existence, there is not enough historical volatility data related to the Company’s Common stock as a public entity. Therefore, this estimate is based on the average volatility of certain public company peers within the Company’s industry.

The following is a summary of the stock option activity under the 2010 Plan, as converted to the Company’s shares due to Reverse Recapitalization, for the three months ended March 31, 2022:

	Shares	Weighted-Average Exercise Price per Share(\$)	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value(\$)
Outstanding - December 31, 2021	1,035,035	3.21	5.90	5,688,201
Granted	—	—	—	—
Exercised	—	—	—	—
Forfeited	—	—	—	—
Expired/Cancelled	(5,310)	1.37	—	—
Outstanding - March 31, 2022	1,029,725	3.22	5.69	5,649,500
Options Exercisable at March 31, 2022	857,024	2.43	5.14	5,344,262
Option Vested at March 31, 2022	857,024	2.43	5.14	5,344,262

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The weighted-average grant-date fair value of options granted during the three months ended March 31, 2022 was zero.

The following is a summary of the stock option activity under the 2020 Plan for the three months ended March 31, 2022:

	Shares	Weighted-Average Exercise Price per Share (\$)	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value(\$)
Outstanding - December 31, 2021	1,602,850	13.18	9.27	46,920
Granted	106,000	6.77	9.86	—
Exercised	—	—	—	—
Forfeited	—	—	—	—
Expired/Cancelled	—	—	—	—
Outstanding - March 31, 2022	<u>1,708,850</u>	12.78	9.07	252,560
Options Exercisable at March 31, 2022	330,062	13.70	—	—
Option Vested at March 31, 2022	330,062	13.70	—	—

The weighted-average grant-date fair value of options granted during the three months ended March 31, 2022 was \$3.58.

During the year ended December 31, 2021 1,640,000 options were modified to lower the exercise price by \$0.60 per share, which will result in \$246,000 of incremental compensation cost to be recognized over the remaining vesting period. The amount of additional compensation expense for the three months ended March 31, 2022 and 2021, were \$19,699 and zero, respectively.

Other Information:

	Three Months Ended March 31,		Weighted average remaining recognition period
	2022	2021	
Amount received from option exercised	\$ —	\$ —	
Total unrecognized options compensation costs	<u>\$ 9,987,990</u>		2.98

No amounts relating to the Plan have been capitalized. Compensation cost is recognized over the requisite service period based on the fair value of the options.

A summary of the status of the Company's nonvested restricted stock units as of December 31, 2021, and changes during the three months ended March 31, 2022, is presented below:

	Shares	Weighted-Average Grant Date Fair Value(\$)
Nonvested at December 31, 2021	353,817	11.00
Granted	27,478	10.15
Vested/Release	(30,370)	13.79
Cancelled/Forfeited	—	—
Nonvested and Outstanding at March 31, 2022	<u>350,925</u>	10.70

As of March 31, 2022, there was \$2,200,843 of total unrecognized compensation cost related to nonvested restricted stock. The Company expects to recognize this compensation cost over a remaining weighted-average period of approximately 1.4 years.

Note 13 – Income Taxes

	Three Months Ended March 31,			
	2022		2021	
Income tax (benefit) expense	\$	—	\$	—
Effective tax rate		0.0 %		(0.1)%

The effective tax rate used for interim periods is the estimated annual effective tax rate, based on current estimate of full year results, except that taxes related to specific events, if any, are recorded in the interim period in which they occur. The effective tax rate differed from the U.S. federal statutory tax rate primarily due to operating losses that receive no tax benefit as a result of a valuation allowance recorded for such losses.

The Company accounts for income taxes in accordance with ASC Topic 740, *Income Taxes* (“ASC 740”). Under the provisions of ASC 740, management is required to evaluate whether a valuation allowance should be established against its deferred tax assets. The Company currently has a full valuation allowance against its deferred tax assets. As of each reporting date, the Company’s management considers new evidence, both positive and negative, that could impact management’s view with regard to future realization of deferred tax assets. For the three months ended March 31, 2022, there was no material change from the year ended December 31, 2021 in the amount of the Company’s deferred tax assets that are not considered to be more likely than not to be realized in future years.

Note 14 – Net Loss Per Share Attributable to Common Stockholders

The following table sets forth the calculation of basic and diluted net loss per share attributable to common stockholders during the three months ended March 31, 2022 and 2021:

	Three Months Ended March 31,	
	2022	2021
	(Restated) (1)	
Net loss attributable to Nuvve common stockholders	\$ (4,855,809)	\$ (5,361,720)
Weighted-average shares used to compute net loss per share attributable to Nuvve common stockholders, basic and diluted	18,864,374	10,408,080
Net Loss per share attributable to Nuvve common stockholders, basic and diluted	<u>\$ (0.26)</u>	<u>\$ (0.52)</u>

(1) As described in Note 2 to these condensed Consolidated Financial Statements, the Company has restated the condensed Consolidated Financial Statements.

The following outstanding shares of common stock equivalents were excluded from the calculation of the diluted net loss per share attributable to Nuvve common stockholders because their effect would have been anti-dilutive:

	Three Months Ended March 31,	
	2022	2021
Stock options issued and outstanding	2,773,734	1,415,355
Nonvested restricted stock issued and outstanding	880,892	7,873
Public warrants	2,875,000	2,875,000
Private warrants	136,250	136,250
PIPE warrants	1,353,750	1,353,750
Stonepeak and Evolve warrants	6,000,000	—
Stonepeak and Evolve options	5,000,000	—
Total	<u>19,019,626</u>	<u>5,788,228</u>

Note 15 – Related Parties

As described in [Note 6](#), the Company holds equity interests in and provides certain consulting services to Dreev, an entity in which a stockholder of the Company owns the other portion of Dreev's equity interests.

During the three months ended March 31, 2022 and 2021, the Company recognized revenue of \$28,000 and \$147,620, respectively, from an entity that is an investor in the Company. The Company had a balance of accounts receivable of \$28,000 at March 31, 2022 from the same entity that is an investor in the Company.

Equity Forward Purchase

Pursuant to a letter agreement dated April 23, 2021, the Company's Chief Executive Officer and Chief Operating Officer committed to purchase from the Company, and the Company committed to sell to them, 134,499 shares of the Company's common stock for \$14.87 per share or a total of \$2,000,000. The parties are committed to purchase the shares on or before April 23, 2022. As of April 23, Nuvve's Chief Operating Officer fulfilled his obligation and has purchased from Nuvve a total of 26,900 shares of the Company's common stock for \$14.87 per share. An extension up to June 15, 2022, has been granted and approved for Nuvve's Chief Executive Officer to complete his portion of the committed purchase of shares.

Note 16 – Leases

The Company has entered into leases for commercial office spaces and vehicles. These leases are not unilaterally cancellable by the Company, are legally enforceable, and specify fixed or minimum amounts. The leases expire at various dates through 2026 and provide for renewal options. In the normal course of business, it is expected that these leases will be renewed or replaced by leases on other properties.

The leases provide for increases in future minimum annual rental payments based on defined increases in the Consumer Price Index, subject to certain minimum increases. Also, the agreements generally require the Company to pay real estate taxes, insurance, and repairs.

Supplemental unaudited consolidated balance sheet information related to leases is as follows:

	Classification	March 31, 2022
Operating lease assets	Right-of-use operating lease assets	\$ 3,397,270
Finance lease assets	Property, plant and equipment, net	23,550
Total lease assets		\$ 3,420,820
Operating lease liabilities - current	Operating lease liabilities - current	\$ 254,057
Operating lease liabilities - noncurrent	Operating lease liabilities - noncurrent	3,319,734
Finance lease liabilities - current	Other liabilities - current	7,444
Finance lease liabilities - noncurrent	Other long-term liabilities	17,283
Total lease liabilities		\$ 3,598,518

The components of lease expense are as follows:

	Classification	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Operating lease expense	Selling, general and administrative	\$ 176,520	\$ 58,431
Finance lease expense:			
Amortization of finance lease assets	Selling, general and administrative	5,940	—
Interest on finance lease liabilities	Interest expense	639	—
Total lease expense		\$ 183,099	\$ 58,431

	Operating Lease March 31, 2022	Finance Lease March 31, 2022
Maturities of lease liabilities are as follows:		
2022	\$ 125,784	\$ 5,583
2023	514,377	7,444
2024	529,807	7,444
2025	545,703	7,444
2026	562,074	—
Thereafter	3,017,861	1,861
Total lease payments	5,295,606	29,776
Less: interest	(1,721,815)	(5,049)
Total lease obligations	\$ 3,573,791	\$ 24,727

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

Lease term and discount rate:

	March 31, 2022
Weighted-average remaining lease terms (in years):	
Operating lease	9.7
Finance lease	4.0
Weighted-average discount rate:	
Operating lease	7.8%
Finance lease	7.8%

Other Information:

	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 62,269	\$ —
Operating cash flows from finance leases	\$ 639	\$ —
Financing cash flows from finance leases	\$ 2,073	\$ —
Leased assets obtained in exchange for new finance lease liabilities	\$ 23,550	\$ —
Leased assets obtained in exchange for new operating lease liabilities	\$ —	\$ —

Main Office - Additional Lease Square footage

On November 3, 2021, the Company entered into an amendment of its Main Office Lease to include an additional 4,811 rentable square feet in the suite adjoining its main office facilities in San Diego, California. The lease term will run concurrently with the main office lease which commenced in December 2021. The lease terms include 3% annual fixed increases in the base rental payment. Also, the lease requires the Company to pay operating expenses such as utilities, real estate taxes, insurance, and repairs. The lease term commenced on April 15, 2022, and the Company will receive two months of rental abatement to the base rent.

The following is a maturity analysis of the annual undiscounted cash flows under new additional office lease for years ended December 31:

2022	\$	146,495
2023		256,785
2024		264,488
2025		272,423
2026		280,596
Thereafter		1,507,106
Total lease payments	\$	2,727,893

Note 17 – Commitments and Contingencies

(a) Legal Matters

The Company is subject to various claims and legal proceedings covering matters that arise in the ordinary course of its business activities, including product liability claims. Management believes that any liability that may ultimately result from the resolution of these matters will not have a material adverse effect on the financial condition or results of operations of the Company.

(b) Research Agreement

Effective September 1, 2016, the Company is party to a research agreement with a third party, which is also a Company stockholder, whereby the third party will perform research activity as specified annually by the Company. Under the terms of the agreement, the Company paid a minimum of \$400,000 annually in equal quarterly installments. For the three months ended March 31, 2022 and 2021, \$100,000 each was paid under the research agreement, respectively. In October 2021, the agreement was renewed for one year through August 2022. At March 31, 2022, \$166,667 remained to be paid under the renewed agreement.

(c) In-Licensing

The Company is a party to a licensing agreement for non-exclusive rights to intellectual property which will expire at the later of the date at which the last patent underlying the intellectual property expires or 20 years from the sale of the first licensed product. Under the terms of the agreement, the Company will pay up to an aggregate of \$700,000 in royalties upon achievement of certain milestones. As of March 31, 2022 and December 31, 2021, no royalty expenses had been incurred under this agreement.

In November 2017, the Company executed an agreement ("IP Acquisition Agreement") with the University of Delaware (Seller) whereby all right, title, and interest in the licensed intellectual property was assigned to the Company in exchange for an upfront fee of \$500,000 and common shares valued at \$1,491,556. The total acquisition cost of \$1,991,556 was capitalized and is being amortized over the fifteen years expected life of the patents underlying the intellectual property. Under the terms of the agreement, the Company will pay up to an aggregate \$7,500,000 in royalties to the Seller upon achievement of milestones, related to the aggregate number of vehicles that have had access to the Company's GIVe platform system for a period of at least six consecutive months, and for which the Company has received monetary consideration for such access pursuant to a subscription or other similar agreement with the vehicle's owner as follows:

Milestone Event: Aggregated Vehicles	Milestone Payment Amount
10,000	\$ 500,000
20,000	750,000
40,000	750,000
60,000	750,000
80,000	750,000
100,000	1,000,000
200,000	1,000,000
250,000	2,000,000
	\$ 7,500,000

The Seller will retain a non-exclusive, royalty-free license, to utilize the intellectual property solely for research and education purposes. As of March 31, 2022, no royalty expenses had been incurred under this agreement.

(d) Investment

The Company is committed to possible future additional contributions to the Investment in Dreev ([Note 6](#)) in the amount of \$270,000.

(e) Reimbursement of Legal Fees

On October 5, 2020, the Company entered into an agreement with an investor whereby the Company agreed to reimburse the investor for certain legal fees, up to approximately \$96,000, associated with a license agreement between the parties. The reimbursement is payable upon the completion by the Company of an equity financing or the completion of the licensing agreement. No legal fees have been accrued or paid under this agreement through March 31, 2022.

(g) Purchase Commitments

On July 20, 2021, Nuvve issued a purchase order (“PO”) to a supplier for 250 DC Chargers, for a total amount of \$13.2 million, with the delivery date specified as the week of November 15, 2021. However, the supplier subsequently notified Nuvve that it would be unable to meet the contracted delivery date as a result of supply chain issues. The parties therefore agreed to change the delivery date to on or about December 15, 2021. On December 23 and December 27, 2021, Nuvve received a partial shipment of 80 of the DC Chargers, for which Nuvve paid \$3.1 million. The delivered DC Chargers did not fully conform to required software and hardware specifications. As of March 31, 2022, the supplier is in the process of bringing the delivered DC Chargers into full conformance. In April 2022, the parties agreed to address the technical issues necessary to bring the DC charges into full conformity with specifications, and to amend the mix defined in original PO for the delivery of the remaining DC Chargers still subject to the original PO.

The agreed terms in April 2022, does not impact the rights and remedies of the parties in existence under the original PO. Therefore, in the event Nuvve and the supplier are unable to resolve the outstanding issues, Nuvve believes it has the right to terminate the unfulfilled portion of the original PO, based on Nuvve's belief that the supplier failed to timely delivery conforming DC Chargers. The supplier asserts, however, that the original PO was non-cancellable and non-refundable regardless of when in the future the chargers are delivered, and regardless of any non-conformance. Nuvve believes the supplier's position does not have merit and Nuvve would defend itself vigorously should any proceeding result from such dispute. However, the outcome of any such proceeding would be inherently uncertain, and there can be no assurance that Nuvve would prevail. The amount and/or timing of any liability resulting from such a proceeding is not reasonably estimable at this time.

Note 18 - Non-Controlling Interest

For entities that are consolidated, but not 100% owned, a portion of the net income or loss and corresponding equity is allocated to owners other than the Company. The aggregate of the net income or loss and corresponding equity that is not owned by the Company is included in non-controlling interests in the condensed consolidated financial statements.

Non-controlling interests are presented outside as a separate component of stockholders' equity on the Company's condensed consolidated Balance Sheets. The primary components of non-controlling interests are separately presented in the Company's condensed consolidated statements of changes in stockholders' equity to clearly distinguish the interest in the Company and other ownership interests in the consolidated entities. Net income or loss includes the net income or loss attributable to the holders of non-controlling interests on the Company's condensed consolidated statements of operations. Net income or loss is allocated to non-controlling interests in proportion to their relative ownership interests.

Levo Series B Redeemable Preferred Stock

Levo is authorized to issue 1,000,000 shares of series B preferred stock at no par value.

The Series B Preferred Stock (a) pays a dividend, when, as and if declared by Levo's Board of Directors, of 8.0% per annum of the stated value per share, payable quarterly in arrears, (b) has an initial stated value of \$1,000 per share, and dividends are paid in cash. Levo accrues for undeclared and unpaid dividends as they are payable in accordance with the terms of the Certificate of Designations filed with the Secretary of State of the State of Delaware. At March 31, 2022, Levo had accrued preferred dividends of \$126,775 on 3,138 issued and outstanding shares of Series B Preferred Stock. Series B Preferred Stock is not a participating or convertible securities. Series B Preferred Stock is not currently redeemable but it could be redeemable with the passage of time at the election of Levo or the preferred shareholders or upon the occurrence of a trigger event as defined in the preferred stock agreement. Since the redeemable preferred stock may be redeemed by the preferred shareholders or upon the occurrence of a trigger event that is not solely within the control of Levo, but is not mandatorily redeemable; therefore, based on its characteristics, Levo has classified the Series B Preferred Stock as mezzanine equity.

At March 31, 2022, Series B Preferred Stock consisted of the following:

Shares Authorized	Shares Issued and Outstanding	Stated Value per Share	Initial Carrying Value	Accrued Preferred Dividends	Liquidation Preference
1,000,000	3,138	\$ 1,000	\$ 3,138,000	\$ 126,775	\$ 3,264,775

The Company has determined that the redemption features embedded in the non-controlling redeemable preferred stock is required to be accounted for separately from the redeemable preferred stock as a derivative liability. See [Note 5](#) for detail disclosure of the derivative liability.

The redeemable preferred stock has been classified as mezzanine equity and initially recognized at fair value of \$3,138,000, the proceeds on the date of issuance. This amount has been further reduced by 0, the fair value of the embedded derivative liability at date of issuance, resulting in an adjusted initial value of \$3,138,000. Levo is accreting the difference between the adjusted carrying initial value and the redemption price value over the seven-year period from date of issuance of August 4, 2021 through July 4, 2028 (the date at which the preferred shareholders have the unconditional right to redeem the shares, deemed to be the earliest likely redemption date) using the effective interest method. The accretion to the carrying value of the redeemable preferred stock is treated as a deemed dividend, recorded as a charge to retained earnings of Levo. During the quarter ended March 31, 2022, Levo accreted \$161,466 resulting in the carrying value of the the redeemable preferred stock of \$3,063,365.

NUVVE HOLDING CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

The following table summarizes Levo non-controlling interests presented as a separate component of stockholders' equity on the Company's condensed consolidated balance sheets at March 31, 2022:

	March 31, 2022
	(Restated) (1)
Add: net loss attributable to non-controlling interests as of March 31, 2022	\$ (100,933)
Less: dividends paid to non-controlling interests as of March 31, 2022	64,015
Less: Preferred share accretion adjustment	161,466
Non-controlling interests	\$ (326,414)

The following table summarizes Levo non-controlling interests presented as a separate component of the Company's condensed consolidated statements of operations as of March 31, 2022:

	Three Months Ended March 31, 2022
	(Restated) (1)
Net loss attributable to non-controlling interests	\$ (100,933)

Redeemable Non-controlling Interest Reconciliation — Mezzanine Equity

	Three Months Ended March 31, 2022
	(Restated) (1)
Beginning balance - December 31, 2021	\$ 2,901,899
Preferred share Accretion adjustment	161,466
Ending balance - March 31, 2022	\$ 3,063,365

(1) As described in Note 2 to these condensed Consolidated Financial Statements, the Company has restated the condensed Consolidated Financial Statements.

Note 19 - Subsequent Events

In April 2022, the Company entered into a sublease agreement with a local San Diego company to sublease the Company's 4,811 square foot expansion. The term of the sublease is twelve months with fixed base rental income of \$2,250 per month. The sublease has no option for renewal or extension at the end of the sublease term.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

This Quarterly Report on Form 10-Q (this “Quarterly Report”) includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. In some cases, you can identify forward-looking statements by terminology such as “may,” “should,” “could,” “would,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “continue,” or the negative of such terms or other similar expressions. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about us that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to such a discrepancy include, but are not limited to, those described in our other filings with the Securities and Exchange Commission (“SEC”).

References in this Quarterly Report to “we,” “us” and “our” and to “Nuvve” and the “Company” are to Nuvve Holding Corp. and its subsidiaries.

The following discussion and analysis of the Company’s financial condition and results of operations should be read in conjunction with the financial statements and the notes thereto contained elsewhere in this Quarterly Report.

As discussed in Note 2 – Summary of Significant Accounting Policies of the Notes to Condensed Consolidated Financial Statements (Part I, Item 1 of this Form 10-Q/A), we have restated our previously issued condensed consolidated financial statements for the quarter ended March 31, 2022. Accordingly, the following discussion and analysis of our financial condition and results of operations have been restated.

Overview

Nuvve is a green energy technology company that provides, directly and through business ventures with its partners, a globally-available, commercial V2G technology platform that enables EV batteries to store and resell unused energy back to the local electric grid and provide other grid services. Its proprietary V2G technology — Nuvve’s Grid Integrated Vehicle (GIVE) platform — has the potential to refuel the next generation of EV fleets through cutting-edge, bi-directional charging solutions.

Nuvve’s proprietary V2G technology enables it to link multiple EV batteries into a virtual power plant to provide bi-directional services to the electrical grid. Nuvve’s GIVE software platform was created to harness capacity from “loads” at the edge of the distribution grid (i.e., coalitions of aggregated EVs and small stationary batteries) in a qualified, controlled and secure manner to provide many of the grid services offered by conventional generation sources (i.e., coal and natural gas plants). Nuvve’s current addressable energy and capacity markets include grid services such as frequency regulation, demand charge management, demand response, energy optimization, distribution grid services and energy arbitrage.

Nuvve’s customers and partners include owner/operators of light duty fleets, heavy duty fleets (including school buses), automotive manufacturers, charge point operators, and strategic partners (via joint ventures, other business ventures and special purpose financial vehicles). Nuvve also operates a small number of company-owned charging stations serving as demonstration projects funded by government grants. Nuvve expects growth in company-owned charging stations and the related government grant funding to continue, but for such projects to constitute a declining percentage of its future business as its commercial operations expand.

Nuvve offers its customers networked charging stations, infrastructure, software, professional services, support, monitoring and parts and labor warranties required to run electric vehicle fleets, as well as low and in some cases free energy costs. Nuvve expects to generate revenue primarily from the provision of services to the grid via its GIVE software platform and sales of V2G-enabled charging stations. In the case of light duty fleet and heavy duty fleet customers, Nuvve also may receive a mobility fee, which is a recurring fixed payment made by fleet customers per fleet vehicle. In addition, Nuvve may generate non-recurring engineering services revenue derived from the integration of its technology with automotive OEMs and charge point operators. In the case of recurring grid services revenue generated via automotive OEM and charge point operator customer integrations, Nuvve may share the recurring grid services revenue with the customer.

On August 4, 2021, we formed Levo Mobility LLC ("Levo"), a Delaware limited liability company with Stonepeak Rocket Holdings LP ("Stonepeak"), a Delaware limited partnership and Evolve Transition Infrastructure LP ("Evolve"), a Delaware limited partnership.

Levo is a sustainable infrastructure company focused on rapidly advancing the electrification of transportation by funding V2G-enabled EV fleet deployments. Levo utilizes Nuvve's V2G technology and committed capital from Stonepeak and Evolve to offer Fleet-as-a-Service for school buses, last-mile delivery, ride hailing and ride sharing, municipal services, and more to eliminate the primary barriers to EV fleet adoption including large upfront capital investments and lack of expertise in securing and managing EVs and associated charging infrastructure.

Levo's turnkey solution simplifies and streamlines electrification, can lower the total cost of EV operation for fleet owners, and support the grid when the EVs are not in use. For a fixed monthly payment with no upfront cost, Levo will provide the EVs, such as electric school buses, charging infrastructure powered by Nuvve's V2G platform, EV and charging station maintenance, energy management, and technical advice.

Levo will initially focus on electrifying school buses, providing associated charging infrastructure, and delivering V2G services to enable safer and healthier transportation for children while supporting carbon dioxide emission reduction, renewable energy integration, and improved grid resiliency.

COVID-19

The outbreak of disease cause by a novel coronavirus discovered in December 2019 (COVID-19), which was declared a pandemic in March 2020, and the related restrictive measures such as travel restrictions, quarantines, and shutdowns, have negatively impacted the global economy. As national and local governments in different countries ease COVID-19 restrictions, and vaccines are distributed and rolled out successfully, we continue to see improved economic trends. However, COVID-19 and actions taken to mitigate its spread have had and are expected to continue to have an adverse impact on the economies and financial markets of many countries, including the geographical area in which Nuvve operates.

As the coronavirus pandemic continues to evolve, Nuvve believes the extent of the impact to its business, operating results, cash flows, liquidity and financial condition will be primarily driven by the severity and duration of the coronavirus pandemic, the pandemic's impact on the U.S. and global economies and the timing, scope and effectiveness of federal, state and local governmental responses to the pandemic. Those primary drivers are beyond Nuvve's knowledge and control, and as a result, at this time Nuvve is unable to predict the cumulative impact, both in terms of severity and duration, that the coronavirus pandemic will have on its business, operating results, cash flows and financial condition, but it could be material if the current circumstances continue to exist for a prolonged period of time. In addition to any direct impact on Nuvve's business, it is reasonably possible that the estimates made by management in preparing Nuvve's financial statements have been, or will be, materially and adversely impacted in the near term as a result of the COVID-19 outbreak, and if so, Nuvve may be subject to future impairment losses related to long-lived assets as well as changes to recorded reserves and valuations. Although Nuvve has made its best estimates based upon current information, there can be no assurance that such estimates will prove correct due to the effects of the COVID-19 outbreak or otherwise.

Backlog

Our total backlog represents the estimated transaction prices on unsatisfied and partially satisfied performance obligations to our customers for products and services. Backlog is converted into revenue in future periods as we satisfy the performance obligations to our customers for products and services, primarily based on the cost incurred or at delivery and acceptance of products, depending on the applicable accounting method.

Our estimated backlog at March 31, 2022, was \$4.0 million, which we expect to be earned over the next several quarters and years.

Results of Operations

Three Months Ended March 31, 2022 Compared with Three Months Ended March 31, 2021

The following table sets forth information regarding our consolidated results of operations for the three months ended March 31, 2022 and 2021.

	Three Months Ended March 31,		Period-over-Period Change	
	2022	2021	Change (\$)	Change (%)
Revenue				
Products and services	\$ 2,253,784	\$ 311,903	\$ 1,941,881	623 %
Grants	117,249	487,129	(369,880)	(76) %
Total revenue	2,371,033	799,032	1,572,001	197 %
Operating expenses				
Cost of product and service revenue	2,142,312	127,228	2,015,084	1,584 %
Selling, general and administrative expenses	7,625,550	4,482,740	3,142,810	70 %
Research and development expense	2,135,575	1,262,950	872,625	69 %
Total operating expenses	11,903,437	5,872,918	6,030,519	103 %
Operating loss	(9,532,404)	(5,073,886)	(4,458,518)	88 %
Other income (expense)				
Interest income (expense)	1,458	(597,549)	599,007	(100) %
Change in fair value of conversion option on convertible notes	—	—	—	100 %
Change in fair value of private warrants liability	4,776,000	421,830	4,354,170	1,032 %
Change in fair value of derivative liability	53,472	—	53,472	100 %
Other, net	(29,787)	(112,115)	82,328	(73) %
Total other (expense) income, net	4,801,143	(287,834)	5,088,977	(1,768) %
Loss before taxes	(4,731,261)	(5,361,720)	630,459	-12 %
Income tax (benefit) expense	—	—	—	— %
Net loss	\$ (4,731,261)	\$ (5,361,720)	\$ 630,459	(12) %
Less: Net loss attributable to non-controlling interests	(100,933)	—	(100,933)	100 %
Net loss attributable to Nuvve Holding Corp.	\$ (4,630,328)	\$ (5,361,720)	\$ 731,392	(14) %

Revenue

Total revenue was \$2.4 million for the three months ended March 31, 2022, compared to \$0.8 million for the three months ended March 31, 2021, an increase of \$1.6 million, or 196.7%. The increase is attributed to a \$1.9 million increase in products and services revenue, partially offset by a decrease in grants revenue. Products and services revenue for the three months ended March 31, 2022 consist of sales of school buses of \$1.7 million, DC and AC Chargers of about \$0.3 million, grid services revenue of \$0.1 million, and engineering services of \$0.1 million. While we may sell school buses and similar equipment from time to time in the future, unlike DC and AC Chargers, sales of school buses are not presently expected to be a regular part of our business.

Cost of Product and Service Revenue

Cost of products and services revenue for the three months ended March 31, 2022, increased by \$2.0 million to \$2.1 million, and margin decreased to 4.9% from 59.2% compared to the same prior year period. This was mostly due to the impact of lower margin school buses sales, and a higher mix of hardware charging stations sales and a lower mix of engineering services in the current quarter.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist of selling, marketing, advertising, payroll, administrative, legal finance, and professional expenses.

Selling, general and administrative expenses were \$7.6 million for the three months ended March 31, 2022, as compared to \$4.5 million for the three months ended March 31, 2021, an increase of \$3.1 million, or 70.1%.

The increases during the three months ended March 31, 2022 were primarily attributable to increases in compensation expenses of \$0.3 million, including share-based compensation, \$0.6 million of professional fees related to internal operational reviews, and \$2.2 million of governance and other public company costs. Expenses resulting from the consolidation of Levo's activities during the quarter, contributed \$0.5 million to the increase in selling, general and administrative expenses.

Research and Development Expenses

Research and development expenses increased by \$0.9 million, or 69.1%, from \$1.3 million for the three months ended March 31, 2021 to \$2.1 million for the three months ended March 31, 2022. The increases during the three months ended March 31, 2022 was primarily attributable to increases in compensation expenses and subcontractor expenses used to advance the Company's platform functionality and integration with more vehicles.

Other Income (Expense)

Other income (expense) consists primarily of interest expense, change in fair value of warrants liability and derivative liability, and other income (expense). Other income (expense) increased by \$5.1 million of income, from \$0.29 million of other income for the three months ended March 31, 2021, to \$4.8 million in other income for the three months ended March 31, 2022.

The increases during the three months ended March 31, 2022 was primarily attributable to the change in fair value of the warrants liability and derivative liability.

Income Taxes

In the three months ended March 31, 2022 and 2021, we recorded no material income tax expenses. The income tax expenses during the three months ended March 31, 2022 and 2021 were minimal primarily due to operating losses that receive no tax benefits as a result of a valuation allowance recorded for such losses.

Net loss

Net loss includes the net loss attributable to Stonepeak and Evolve, the holders of non-controlling interests in Levo, on our condensed consolidated statements of operations.

Net loss decreased by \$0.6 million, or 11.8%, from \$5.4 million for the three months ended March 31, 2021, to \$4.7 million for the three months ended March 31, 2022. The increase in net loss was primarily due to increase in expenses of \$6.0 million, partially offset by increase in other income of \$5.1 million for the aforementioned reasons.

Net Loss Attributable to Non-Controlling Interest

Net loss attributable to non-controlling interest was \$0.1 million for the three months ended March 31, 2022.

Net loss is allocated to non-controlling interests in proportion to the relative ownership interests of the holders of non-controlling interests in Levo, an entity formed by us with Stonepeak and Evolve. We own 51% of Levo's common units and Stonepeak and Evolve own 49% of Levo's common units. We have determined that Levo is a variable interest entities ("VIE") in which we are the primary beneficiary. Accordingly, we consolidate Levo and record a non-controlling interest for the share of the Levo owned by Stonepeak and Evolve during the three months ended March 31, 2022.

Liquidity and Capital Resources

Sources of Liquidity

Nuvve is still an early-stage business enterprise. Nuvve has not yet demonstrated a sustained ability to generate sufficient revenue from sales of its technology and services or conduct sales and marketing activities necessary for the successful commercialization of its GIVe platform. Nuvve has not yet achieved profitability and has experienced substantial net losses, and it expects to continue to incur substantial losses for the foreseeable future. Nuvve incurred operating losses of approximately \$9.5 million for the quarter ended March 31, 2022, and \$27.2 million and \$4.7 million for the years ended December 31, 2021, and 2020, respectively. As of March 31, 2022, Nuvve had a cash balance, working capital, and stockholders' equity of \$23.7 million, \$28.8 million and \$23.5 million, respectively.

Nuvve has incurred net losses and negative cash flows from operations since its inception. Nuvve has funded its business operations primarily with the issuance of equity and convertible notes, borrowings and cash from operations. Also, in the past, Nuvve has been able to raise funds primarily through the Business Combination and PIPE Offering (see our 2021 Form 10-K for details) to support its business operations. However, there can be no assurance it will be successful in raising necessary funds in the future, on acceptable terms or at all.

On April 25, 2022, Nuvve filed a shelf registration statement with the SEC which will allow it to issue unspecified amounts of common stock, preferred stock, warrants for the purchase of shares of common stock or preferred stock, debt securities, and units consisting of any combination of any of the foregoing securities, in one or more series, from time to time and in one or more offerings up to a total dollar amount of \$100.0 million. The shelf registration statement was declared effective on May 5, 2022. Nuvve believes that it will be able to raise capital by issuing securities pursuant to its effective shelf registration statement.

On May 5, 2022, Nuvve entered into an At the Market Offering Agreement (the "Sales Agreement"), with Craig-Hallum Capital Group LLC and Chardan Capital Markets, LLC (the "Agent"). From time to time during the term of the Sales Agreement, Nuvve may offer and sell shares of common stock having an aggregate offering price up to a total of \$25.0 million in gross proceeds. The Agents will collect a fee equal to 3% of the gross sales price of all shares of common stock sold. Shares of common stock sold under the Sales Agreement are offered and sold pursuant to our shelf registration statement describe above.

Nuvve believes that its cash balance as of March 31, 2022, in addition to its cash flows from operations, will be sufficient to fund its working capital and capital expenditure requirements for the next 12 months from the filing date of this Quarterly Report.

Equity Forward Purchase

Pursuant to a letter agreement dated April 23, 2021, the Company's Chief Executive Officer and Chief Operating Officer committed to purchase from the Company, and the Company committed to sell to them, 134,499 shares of the Company's common stock for \$14.87 per share or a total of \$2,000,000. The parties are committed to purchase the shares on or before April 23, 2022. As of April 23, Nuvve's Chief Operating Officer fulfilled his obligation and has purchased from Nuvve a total of 26,900 shares of the Company's common stock for \$14.87 per share. An extension up to June 15, 2022 has been granted and approved for Nuvve's Chief Executive Officer to complete his portion of the committed purchase of shares.

Levo

On August 4, 2021, we formed Levo with Stonepeak and Evolve to rapidly accelerate the deployment of electric fleets, including zero-emission electric school buses for school districts in the United States through V2G hubs and TaaS. Levo utilizes our proprietary V2G technology, and the capital contribution commitments from Stonepeak and Evolve of \$750 million, subject to project approval process as outlined under the terms of the definitive agreements, to fund acquisition of electric fleets, and construction of EV infrastructure. Stonepeak and Evolve have the option to increase their capital contribution commitments to \$1.0 billion when Levo has entered into contracts with third parties for \$500 million in aggregate capital expenditures. See [Note 16](#) for details of the definitive agreements.

Purchase Commitments

On July 20, 2021, Nuvve issued a purchase order ("PO") to a supplier for 250 DC Chargers, for a total amount of \$13.2 million, with the delivery date specified as the week of November 15, 2021. However, the supplier subsequently notified Nuvve that it would be unable to meet the contracted delivery date as a result of supply chain issues. The parties therefore agreed to change the delivery date to on or about December 15, 2021. On December 23 and December 27, 2021, Nuvve received a partial shipment of 80 of the DC Chargers, for which Nuvve paid \$3.1 million. The delivered DC Chargers did not fully conform to required software and hardware specifications. As of March 31, 2022, the supplier is in the process of bringing the delivered

DC Chargers into full conformance. In April 2022, the parties agreed to address the technical issues necessary to bring the DC charges into full conformity with specifications, and to amend the mix defined in original PO for the delivery of the remaining DC Chargers still subject to the original PO.

The agreed terms in April 2022, does not impact the rights and remedies of the parties in existence under the original PO. Therefore, in the event Nuvve and the supplier are unable to resolve the outstanding issues, Nuvve believes it has the right to terminate the unfulfilled portion of the original PO, based on Nuvve's belief that the supplier failed to timely delivery conforming DC Chargers. The supplier asserts, however, that the original PO was non-cancellable and non-refundable regardless of when in the future the chargers are delivered, and regardless of any non-conformance. Nuvve believes the supplier's position does not have merit and Nuvve would defend itself vigorously should any proceeding result from such dispute. However, the outcome of any such proceeding would be inherently uncertain, and there can be no assurance that Nuvve would prevail. The amount and/or timing of any liability resulting from such a proceeding is not reasonably estimable at this time.

Cash Flows

	Three Months Ended March 31,	
	2022	2021
Net cash (used in) provided by:		
Operating activities	\$ (8,449,889)	\$ (2,633,851)
Investing activities	(250,861)	8,107
Financing activities	(2,073)	62,273,616
Effect of exchange rate on cash and restricted cash	146,949	119,541
Net increase (decrease) in cash and restricted cash	\$ (8,555,874)	\$ 59,767,413

Net cash used in operating activities during the three months ended March 31, 2022 was \$8.4 million as compared to net cash used of \$2.6 million in the three months ended March 31, 2021. The \$5.8 million increase in net cash used in operating activities was primarily attributable to higher use of cash for working capital during the three months ended March 31, 2022 as compared to the same prior period. Working capital during the three months ended March 31, 2022 was impacted by, among other items, higher net loss of \$4.7 million, increased compensation and professional expenses associated with the Company becoming a recapitalized publicly traded company, and cash purchases to fund higher inventory levels. These were partially offset by improved timing and management of vendor terms compared to the cash settlement of such items.

During the three months ended March 31, 2022, cash used for investing activities was \$0.25 million as compared to net cash provided by investing activities of \$0.01 million during the three months ended March 31, 2021, which was used to purchase fixed assets.

Net cash used for financing activities for the three months ended March 31, 2022 was very minimal. Net cash provided by financing activities for the three months ended March 31, 2021 was \$62.3 million, of which \$58.5 million was provided in connection with the Business Combination, \$14.3 million was provided in connection with the PIPE offering, partially offset by issuance costs of \$3.7 million, the repayment of Newborn sponsor loans of \$0.5 million, and the \$6.0 million repurchase of common stock.

Off-Balance Sheet Arrangements

Nuvve is not a party to any off-balance sheet arrangements.

Critical Accounting Policies and Estimates

Management's discussion and analysis of Nuvve's financial condition and results of operations is based on its consolidated financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these consolidated financial statements requires Nuvve to make estimates and assumptions for the reported amounts of assets, liabilities, revenue, expenses and related disclosures. Nuvve's estimates are based on its historical experience and on various other factors that it believes are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions and any such differences may be material.

For a summary of our significant accounting policies, see Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements included in Part I, Item 1 of our 2021 Form 10-K. For a summary of our critical accounting estimates, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates" in our 2021 Form 10-K.

Recent Accounting Pronouncements

See Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements included in Part I, Item 1 of our 2021 Form 10-K.

Emerging Growth Company Accounting Election

Section 102(b)(1) of the JOBS Act exempts emerging growth companies from being required to comply with new or revised financial accounting standards until private companies are required to comply with the new or revised financial accounting standards. The JOBS Act provides that a company can choose not to take advantage of the extended transition period and comply with the requirements that apply to non-emerging growth companies, and any such election to not take advantage of the extended transition period is irrevocable. The Company is an "emerging growth company" as defined in Section 2(A) of the Securities Act of 1933, as amended, and has elected to take advantage of the benefits of this extended transition period.

The Company expects to use this extended transition period for complying with new or revised accounting standards that have different effective dates for public business entities and non-public business entities until the earlier of the date the Company (a) is no longer an emerging growth company or (b) affirmatively and irrevocably opts out of the extended transition period provided in the JOBS Act. This may make it difficult or impossible to compare the Company's financial results with the financial results of another public company that is either not an emerging growth company or is an emerging growth company that has chosen not to take advantage of the extended transition period exemptions because of the potential differences in accounting standards used. See Note 2 of the accompanying audited consolidated financial statements and unaudited consolidated financial statements of Nuvve included elsewhere in this report for the recent accounting pronouncements adopted and the recent accounting pronouncements not yet adopted for the three months ended March 31, 2022.

In addition, the Company intends to rely on the other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, if, as an emerging growth company, the Company intends to rely on such exemptions, the Company is not required to, among other things: (a) provide an auditor's attestation report on the Company's system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act; (b) provide all of the compensation disclosure that may be required of non-emerging growth public companies under the Dodd-Frank Wall Street Reform and Consumer Protection Act; (c) comply with any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the consolidated financial statements (auditor discussion and analysis); or (d) disclose certain executive compensation-related items such as the correlation between executive compensation and performance and comparisons of the Chief Executive Officer's compensation to median employee compensation.

The Company will remain an emerging growth company under the JOBS Act until the earliest of (a) the last day of the Company's first fiscal year following the fifth anniversary of Newborn's IPO, (b) the last date of the Company's fiscal year in which the Company has total annual gross revenue of at least \$1.07 billion, (c) the date on which the Company is deemed to be a "large accelerated filer" under the rules of the SEC with at least \$700.0 million of outstanding securities held by non-affiliates or (d) the date on which the Company has issued more than \$1.0 billion in non-convertible debt securities during the previous three years.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 4. Controls and Procedures.**Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, our principal executive officer and principal accounting and financial officer, respectively, have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of March 31, 2022.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on the evaluation of our disclosure controls and procedures, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures have concluded that due to the material weaknesses in our internal control over financial reporting previously identified in Part II, Item 9A of our Annual Report on Form 10-K/A for the year ended December 31, 2021, our disclosure controls and procedures were not effective as of March 31, 2022. These material weaknesses resulted in the restatements of our financial statements as described herein and in Amendment No. 2 to our Annual Report on Form 10-K/A for the year ended December 31, 2021, and this Quarterly Report on Form 10-Q for the three months ended March 31, 2022 and 2021.

Remediation of Material Weaknesses

Our remediation efforts previously disclosed in Part II, Item 9A of our Annual Report on Form 10-K/A for the year ended December 31, 2021 to address the identified material weaknesses are ongoing.

Changes in Internal Control over Financial Reporting

Except for the changes in connection with the ongoing remediation of the previously identified material weaknesses discussed in our 2021 Form 10-K/A, there has been no change in our internal control over financial reporting during the quarter ended March 31, 2022, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. For a summary of the identified material weaknesses discussed in our 2021 Form 10-K/A, please refer to Part II, Item 9A of our 2021 Form 10-K/A.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any material legal proceedings. From time to time, we may be involved in legal proceedings or subject to claims incident to the ordinary course of business. The outcome of litigation is inherently uncertain, and there can be no assurances that favorable outcomes will be obtained. In addition, regardless of the outcome, such proceedings or claims can have an adverse impact on us because of defense and settlement costs, diversion of resources and other factors.

Item 1A. Risk Factors

For a discussion of our potential risks and uncertainties, see the information under Item 1A. "Risk Factors" in our 2021 Form 10-K. During the three months ended March 31, 2022, there have been no material changes to the risk factors disclosed in our 2021 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit No.	Description	Incorporation by Reference		
		Form	Exhibit No.	Filing Date
3.1	Amended and Restated Certificate of Incorporation	8-K	3.1	3/25/2021
3.2	Amended and Restated Bylaws	8-K	3.2	3/25/2021
31.1	Rules 13a-14(a) Certification of Chief Executive Officer	*		
31.2	Rules 13a-14(a) Certification of Chief Financial Officer	*		
32.1	Section 1350 Certification of Chief Executive Officer	+		
32.2	Section 1350 Certification of Chief Financial Officer	+		
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	+		
101.SCH	Inline XBRL Taxonomy Extension Schema Document	+		
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	+		
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	+		
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document	+		
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	+		
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	+		

* Filed herewith.

+ Furnished herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 30, 2023

NUVVE HOLDING CORP.

By: /s/ Gregory Poilasne
Gregory Poilasne
Chief Executive Officer

RULE 13A-14(D) CERTIFICATION

I, Gregory Poilasne, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 of Nuvve Holding Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the ineffectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 30, 2023

By: /s/ Gregory Poilasne
Gregory Poilasne
Chief Executive Officer
(Principal Executive Officer)

RULE 13A-14(D) CERTIFICATION

I, David Robson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 of Nuvve Holding Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the ineffectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: March 30, 2023

By: /s/ David Robson
David Robson
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Nuvve Holding Corp. (the "Company") for the quarter ended March 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gregory Poilasne, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2023

By: /s/ Gregory Poilasne
Gregory Poilasne
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATIONS OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Nuvve Holding Corp. (the "Company") for the quarter ended March 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Robson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 30, 2023

By: /s/ David Robson
David Robson
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)