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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>BFT (PTC) Ltd</u> (Last) (First) (Middle) CRAIGMUIR CHAMBERS ROAD TOWN (Street) TORTOLA D8 VG 1110 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2023	3. Issuer Name and Ticker or Trading Symbol <u>Grove Collaborative Holdings, Inc. [GROV]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	4,533,841 ⁽¹⁾	I	See footnote ⁽²⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	06/16/2022	06/16/2027	Class A Common Stock	775,005 ⁽³⁾	0.05	I	See footnote ⁽²⁾
Warrants	07/16/2022	06/16/2027	Class A Common Stock	1,340,000 ⁽⁴⁾	57.5	I	See footnote ⁽²⁾

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1. Name and Address of Reporting Person * <u>BFT CLG (PTC) Ltd</u> (Last) (First) (Middle) CRAIGMUIR CHAMBERS ROAD TOWN (Street) TORTOLA D8 VG 1110 (City) (State) (Zip)

Explanation of Responses:

- Consists of (i) 1,994,500 shares of Class A Common Stock owned of record by Virgin Group Acquisition Sponsor II LLC ("Sponsor") and (ii) 2,539,341 shares of Class A Common Stock owned of record by Corvina Holdings Limited ("Corvina").
- Corvina is the sole managing member and manager of Sponsor and holds an economic interest therein. Corvina is wholly owned by Virgin Group Holdings Limited ("VGHL"). BFT (PTC) Limited ("PTC"), in its capacity as trustee of trusts for the benefit of members of Sir Richard Branson's family and related philanthropic causes, is the sole holder of voting shares of VGHL. Under the terms of the trusts, BFT CLG (PTC) Limited has certain consent rights with respect to the exercise by PTC of its control over VGHL. As a result, each of the foregoing entities may be deemed to share beneficial ownership of the shares held by Sponsor and Corvina. Mr. Branson indirectly has the ability to control the appointment and removal of the management of VGHL and, as such, may be deemed to indirectly control the decisions of VGHL, regarding the voting and disposition of securities held by VGHL. Therefore, Mr. Branson may be deemed to have indirect beneficial ownership of the shares held by Sponsor and Corvina.
- Consists of 775,005 shares of Class A Common Stock underlying 3,875,028 warrants owned of record by Corvina.
- Consists of 1,340,000 shares of Class A Common Stock underlying 6,700,000 warrants owned of record by Sponsor.

Remarks:

Exhibit List - Exhibit 24 - Power of Attorney

BFT (PTC) Limited, By: /s/ James Cahillane, as attorney-in-fact 11/03/2023

BFT CLG (PTC) Limited, By: /s/ James Cahillane, as attorney-in-fact 11/03/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby makes, constitutes and appoints each and any of James Cahillane and Harold Brunink, with full power of substitution and re-substitution, to act as the undersigned's true and lawful attorney-in-fact to:

1. Sign any and all instruments, certificates and documents appropriate or required to be executed on behalf of the undersigned pursuant to Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any rule or regulation promulgated thereunder, and to file the same, with all exhibits thereto, and any other documents in connection therewith, with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority;
2. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;
3. seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in the securities of any company whose securities are registered under the Exchange Act (each, a "Company"), from any third party, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and the undersigned approves and ratifies any such release of information; and
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and re-substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorneys-in-fact substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect for a period of five (5) years from the date hereof or until earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 26th day of October, 2023.

Signed for and on behalf of
BFT (PTC) LIMITED

by an authorized director:

/s/ Sir Richard Branson

Name: Sir Richard Branson

Title: Director

[Signature Page to Power of Attorney]

POWER OF ATTORNEY

Know by all these presents, that the undersigned hereby makes, constitutes and appoints each and any of James Cahillane and Harold Brunink, with full power of substitution and re-substitution, to act as the undersigned's true and lawful attorney-in-fact to:

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2. prepare, execute, acknowledge, deliver and file a Form ID (including any amendments or authentications thereto) with respect to obtaining EDGAR codes, with the SEC;
3. seek or obtain, as the representative of the undersigned and on behalf of the undersigned, information on transactions in the securities of any company whose securities are registered under the Exchange Act (each, a "Company"), from any third party, and the undersigned hereby authorizes any such person to release any such information to such attorney-in-fact and the undersigned approves and ratifies any such release of information; and
4. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable in connection with the foregoing, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is any Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

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Signed for and on behalf of
BFT CLG (PTC) LIMITED

by an authorized director:

/s/ Sir Richard Branson
Name: Sir Richard Branson
Title: Director

[Signature Page to Power of Attorney]