

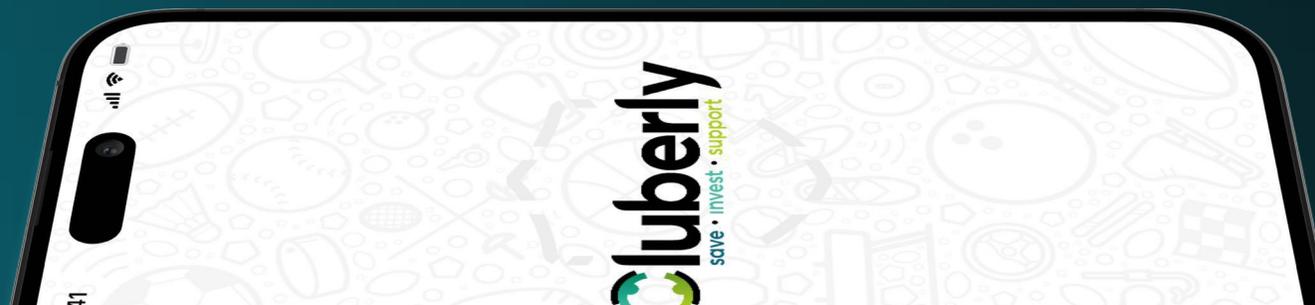
# INFORMATION MEMORANDUM



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# IMPORTANT INFORMATION

This document has been prepared and issued by The Cluberly App Limited a company incorporated on 19 February 2021 in England & Wales under company number 13213572 with its registered address at C/O Richards Associates Ltd, North Lodge, Hawkseyard, Armitage Lane, Rugeley, United Kingdom, WS15 1PS ("the Company") in respect of the sale by subscription of up to £2,000,000 in Ordinary Shares.

This document is issued solely for the purpose of seeking subscribers for the Shares on offer and describes the opportunity offered by an investment in the Company. Reliance on this document for the purpose of engaging in any financial activity may expose an individual to a significant risk of losing all the funds used to subscribe for the Shares. If you are in any doubt about the contents of this document or what action you should take, you should consult a person authorised for the purposes of the Financial Services and Markets Act 2000 ("FSMA 2000") who specialises in advising on financial products of the type being offered by the Company.

This document is being issued by the Company, which accepts responsibility for the information contained herein. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the importance of such information.

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A subscription for the Company's Shares may not be suitable for all recipients of this document and may potentially expose a subscriber to risks that could potentially result in the loss of all monies used in the subscription.

A prospective share subscriber should consider carefully whether a subscription for Shares issued by the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

Prospective subscribers are warned they will need and be expected to make their own independent assessment of the Company and to rely on their own judgement (or that of their independent financial adviser) in respect of any decision they may make in respect of the Shares being offered for subscription and the legal, regulatory, tax and associated consequences and risks of doing so.

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## Forward-Looking Statements.

This document includes statements which are, or may be deemed to be, "forward-looking statements". By their nature, forward-looking statements involve risk and uncertainty because they relate to future events and circumstances. Forward-looking statements are not a guarantee of future performance. The development of the Company and the industry in which it operates may differ materially from the forward-looking statement in this document.

The Company undertakes no obligation to release publicly the result of revisions of any forward-looking statements in this document that may occur due to any change in the Company's expectations or to reflect events or circumstances after the date of this document.

## Miscellaneous.

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# INTRODUCTION

Cluberly is proud to announce the launch of its unique savings and investment app, the first of its kind to donate 50% of its revenues to good causes. Developed specifically for sports fans and the community, the app allows users to invest in established portfolios while supporting their chosen clubs, schools, or charities.



**We understand the importance of your time, so we've addressed some of the most commonly asked questions below.**

## WHO AND WHAT IS THE COMPANY ?

The Company is "The Cluberly App Ltd," known as "Cluberly." Cluberly is a technology company developing a savings and investment app that allows users to invest while supporting their local sports clubs, schools, or charities.

## WHAT STAGE IS THE APP AT?

The app is approximately 80% complete and is currently being integrated with the necessary regulatory licences.

## WHAT IS THE INVESTMENT ?

The investment is for equity in a technology company that is seeking additional funding for development, operations, and marketing as it prepares for the official launch of its unique savings and investment app in January 2025.

## HOW MUCH IS THE COMPANY LOOKING TO RAISE ?

Cluberly has successfully raised £500,000 and is now targeting a further £1.5 million to complete development and fund its launch.

## WHAT VALUATION HAS BEEN PLACED ON THE COMPANY SHARES ?

Following independent advice, the current valuation of the company stands at £5.6 million, based on comparisons with similar savings platforms at the same stage of development.

## HOW HAS THE COMPANY COME TO ITS CURRENT VALUATION ?

Cluberly worked with external valuation experts who reviewed comparable savings and investment applications in the market, alongside the company's projected forecasts.

## IS THE MANAGEMENT TEAM EXPERIENCED ?

Yes, the senior management team consists of seasoned professionals with extensive experience across Banking, Marketing, Financial Services, and Technology. Additional support is sourced from specialist firms to ensure all aspects of the business are expertly managed.

## DO THE MANAGEMENT TEAM HAVE ANY CONFLICTS OF INTEREST WITH OTHER POSITIONS THEY HOLD ?

While members of the management team have interests in other businesses, none of these roles pose a conflict of interest with their work at Cluberly.

## WHAT ARE THE COMPANY'S AMBITIONS ?

Cluberly aims to disrupt the savings and investment market by being the first app to donate 50% of its revenues to socially responsible causes, positioning itself as a leader in socially conscious investing while acquiring a wider user base at a lower cost.

## WHAT IS THE MAIN DRIVER BEHIND THE SUCCESS OF THE COMPANY ?

The key to Cluberly's success lies in effective marketing. By amplifying its message and brand, the company aims to reach a larger audience, driving user growth and engagement.

## WHY WOULD SAVERS USE THIS APPLICATION OVER OTHER MORE ESTABLISHED RIVALS ?

Cluberly is the only savings and investment app that donates 50% of its revenues to local clubs, schools, and charities—an attractive proposition for users interested in socially responsible investing.

## WHAT IS STOPPING OTHER COMPANIES COPYING THE IDEA ?

While other companies could replicate the concept, Cluberly's unique business model of donating 50% of its revenues to good causes would be difficult for most competitors to adopt due to its impact on traditional profit-driven models.

## HOW CAN CLUBERLY AFFORD TO DONATE 50% OF ITS REVENUES?

Cluberly reduces marketing costs significantly through community initiatives and user referrals. By encouraging users to promote the app within their networks, we lower traditional advertising expenses, allowing us to donate 50% of revenues while maintaining profitability.

## WHAT ARE THE LONG-TERM GOALS?

Cluberly aims to establish itself in the UK within the first three years, before expanding overseas to markets like the USA, Canada, and other English-speaking countries.

# CLUBERLY CONCEPT

Cluberly is set to redefine the savings app market by becoming the first to donate 50% of its fees to grassroots sports, schools, and charities—setting a new benchmark for socially responsible investing.

## A PROVEN PLATFORM FOR SAVERS

The UK has seen a boom in savings apps, with hundreds of thousands of users embracing them for their ease of use and accessibility. Cluberly harnesses this established technology, delivering a seamless, trusted user experience while integrating innovative features that make saving and investing both simple and impactful.

## CATERING TO THE GROWING DEMAND

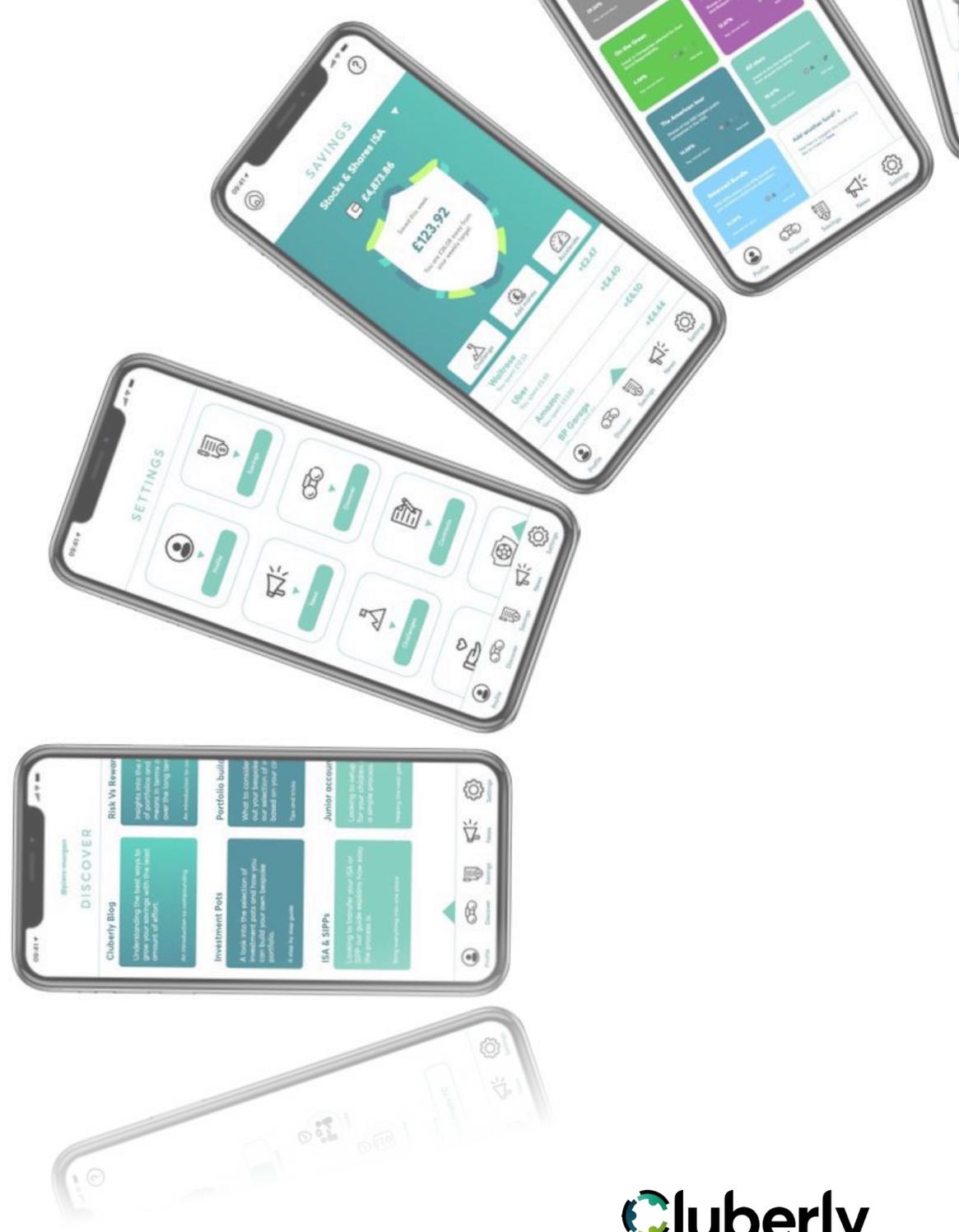
The demand for digital savings and investment solutions has surged, particularly in the wake of the pandemic, which prompted a shift away from traditional, face-to-face financial advice. As more people turn to mobile apps to manage their finances, Cluberly is ideally positioned to meet this growing need by offering a platform that combines the convenience of use with community impact.

## SIMPLE AND ACCESSIBLE SAVINGS

With the Cluberly App, users can start saving with as little as £1 and access professionally managed portfolios from trusted firms like Fidelity, BlackRock, and Investec. Whether setting personalised savings goals, rounding up daily purchases, or planning for retirement or rainy days, users can manage their finances effortlessly.

## A COST-EFFECTIVE, COMMUNITY-DRIVEN OPTION

Cluberly offers an affordable, community-focused approach to saving. With a subscription starting from just £1 to £2.99 per month and a low 0.45% transaction fee on savings, it aligns with industry standards for cost. But what truly sets Cluberly apart is its commitment to donating 50% of all subscription and transaction fees to grassroots sports, schools, and charities—making it the only app that blends personal financial growth with giving back to the community.



# KEY INFORMATION

## ISSUER

The Cluberly App Limited.

## INCORPORATION DATE

19th February 2021

## COMPANY NUMBER

13213572

## REGISTERED ADDRESS

North Lodge, Hawkesyard,  
Armitage Lane, Rugeley,  
United Kingdom, WS15 1PS

## DIRECTORS

Kevin London  
Darren Dackombe  
John Lewis

## FOUNDERS SHARES

10,000,000

## VALUATION

£5,600,000

## SHARE PRICE

£0.56



# EQUITY OFFER

**Cluberly is proud to announce the upcoming launch of its unique savings and investment app, designed to allow users to save and invest while simultaneously supporting their chosen club, school, or charity.**

Following extensive research and due diligence, the Cluberly team has carefully selected top-tier developers and regulated third-party providers to ensure a smooth launch. The app is set to officially launch in January 2025, and with £500,000 already raised, Cluberly is seeking an additional £1.5 million in funding, bringing the total target to £2 million.

This offering has been independently reviewed, with the valuation conducted by external experts to ensure transparency and confidence for potential investors. With the company valued at £5.6 million, shares are priced at 56 pence per share.

The funds raised will be used to complete the app's development, and finalise operational setup, followed by a targeted marketing campaign in the lead-up to launch. Post-launch, Cluberly plans to raise further funds annually to support marketing and ongoing development, ensuring continued growth.

With SEIS and EIS approval already secured, investors will benefit from attractive tax reliefs, making this a compelling opportunity and even more so for those who are passionate about sports, community development, and socially responsible business.

With investment and careful marketing, Cluberly aims to conservatively attract 200,000+ users and manage over £1 billion in savings within five years, with a projected valuation exceeding £150 million.



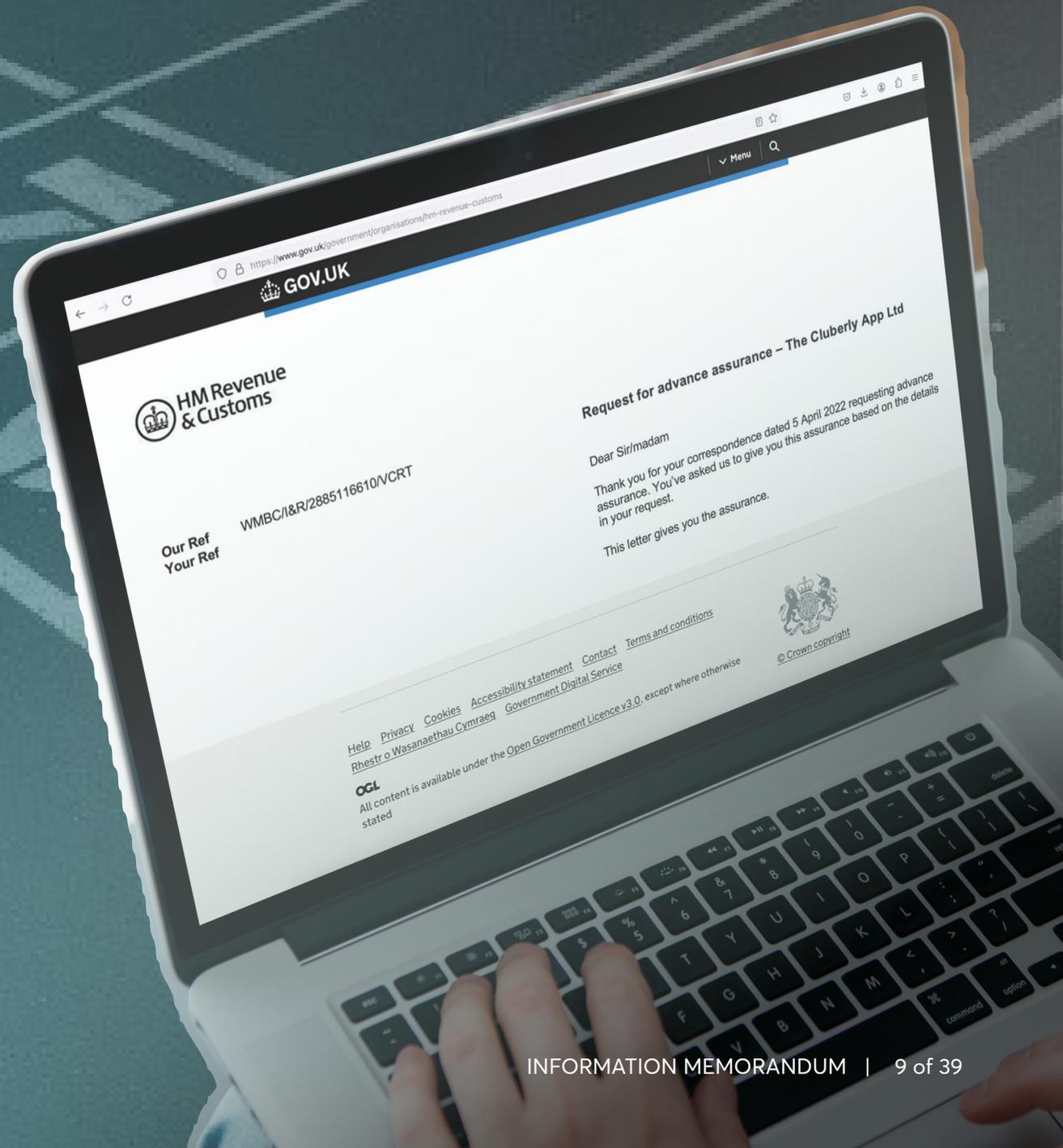
## EIS AND SEIS APPROVED

Cluberly has secured SEIS & EIS approval from HMRC.

The Enterprise Investment Scheme (EIS) provides relief for investors in qualifying companies, and additional relief is potentially available for investors under the Seed Enterprise Investment Scheme (SEIS) in companies that are in the earliest stages of development.

## KEY SEIS AND EIS TAX RELIEFS/BENEFITS, SUMMARISED BELOW:

- **Income tax relief** – 50% income tax relief for SEIS and 30% income tax for EIS investments;
- **CGT exemption** – No capital gains on disposal of SEIS or EIS shares;
- **EIS deferral relief / SEIS reinvestment relief** - Allows investors to defer capital gains crystallised on disposal of any other asset, if they are reinvested into EIS/SEIS shares;
- **Loss relief** - If the SEIS/EIS investment fails, the net exposure could be as low as 27.5p in the £ (for SEIS) or 38.5p in the £ (for EIS); and
- **Inheritance Tax Relief ("IHT")** - Investment potentially qualifies for 100% relief from IHT, if shares are held for more than two years.



# SENIOR TEAM



**JOHN LEWIS**  
CFO

John Lewis is the Chief Financial Officer at Cluberly, bringing over 20 years of experience in finance and technology. With a career that spans senior roles at Amazon UK, Hewlett Packard, and other global companies, John's expertise lies in financial strategy, business development, and IT management.

As CFO, John provides oversight of Cluberly's financial operations, ensuring that the company maintains fiscal responsibility while driving growth.

His extensive experience as an interim CFO for various companies, combined with his deep understanding of both finance and technology, makes John an invaluable asset to Cluberly's leadership team.



**KEVIN LONDON**  
Founder & CEO

Kevin London, Founder and CEO of Cluberly, brings over 20 years of leadership experience in technology and business management. He began his career at SunGard, supporting major financial institutions like Deutsche Bank and Morgan Stanley.

Kevin later built and sold a managed services provider (MSP) at 8x EBITDA, solidifying his reputation as a savvy entrepreneur. He has led and invested in multiple SaaS ventures across industries, including finance and cybersecurity.

At Cluberly, Kevin focuses on innovation, operational excellence, and delivering exceptional client experiences. His leadership and industry knowledge are key to Cluberly's continued growth and success.



**DARREN DACKOMBE**  
CSO

Darren Dackombe joins Cluberly as Chief Security Officer, bringing 25 years of experience in financial services, technology, and cybersecurity. Holding senior positions within the financial and technology sectors, Darren has developed a deep understanding of IT security, risk management, and the evolving threat landscape.

His work includes providing cybersecurity oversight for financial institutions and guiding startups through secure growth.

At Cluberly, Darren will oversee the company's IT security strategy, ensuring robust protection of digital assets and client data. His expertise in both cybersecurity and financial technology will be critical to safeguarding the company's operations.

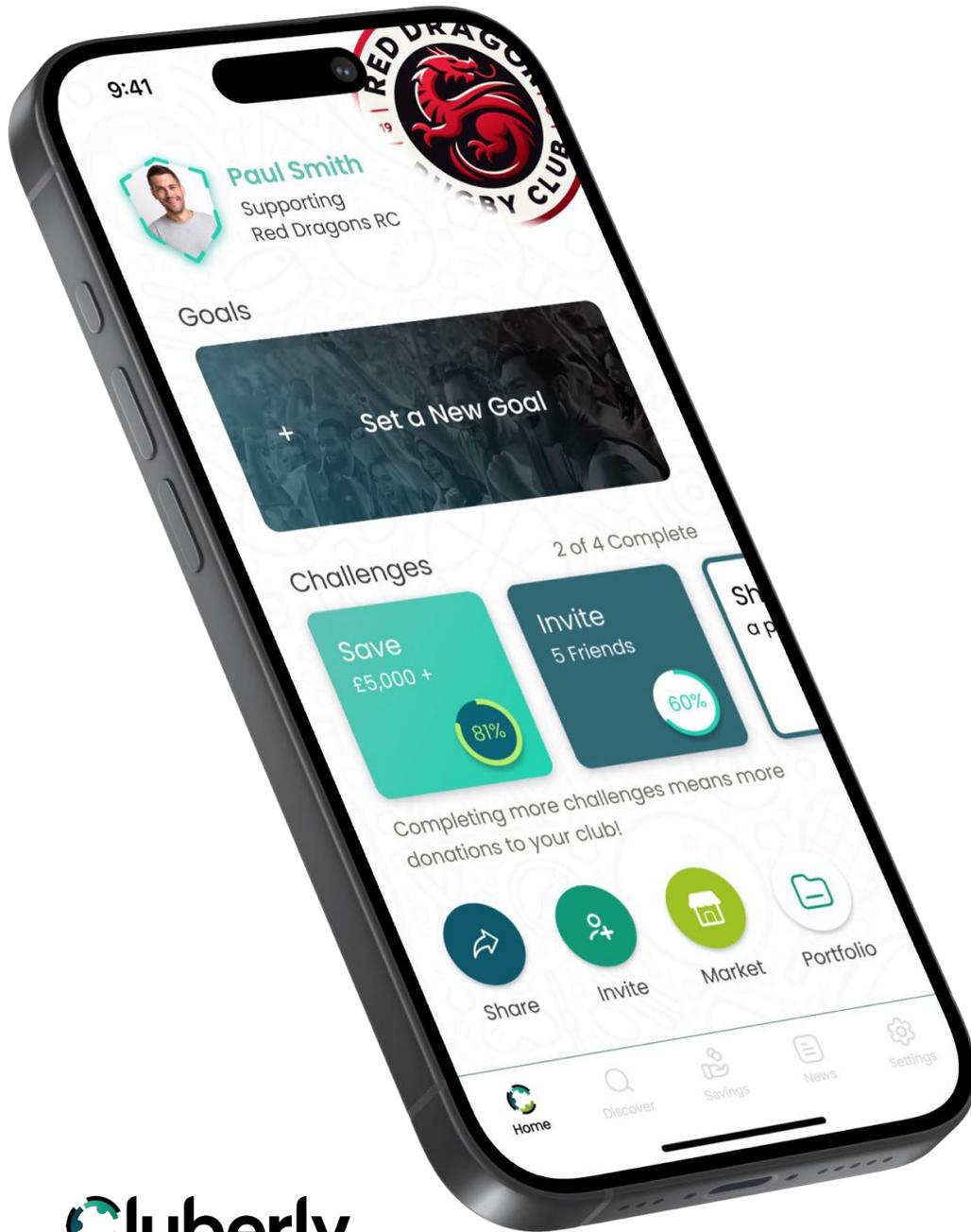


**LEWIS MUTTON**  
CTO

As Chief Technical Director at Cluberly, Lewis Mutton brings a wealth of experience in fintech, software development, and mobile technology. An entrepreneur from a young age, Lewis has led multiple tech initiatives, including complex software projects in logistics and app development.

With a background in iOS development and fintech, Lewis combines his technical expertise with leadership skills to drive innovation within Cluberly's tech solutions.

He oversees the company's technological strategy, ensuring that Cluberly stays ahead of the curve in delivering high-quality, cutting-edge products and services that meet the needs of modern businesses.



**ELLIOT STROUD**  
**COMMERCIAL DIRECTOR**

Elliot serves as Chief Commercial Officer at Cluberly, bringing over 25 years of experience in sports sponsorship, business development, and commercial partnerships. He has held senior commercial roles with leading sports organisations such as Leeds United FC, York City FC, and Wakefield Trinity RLFC. Elliot has also worked extensively with global brands, developing sponsorship strategies and managing high-profile partnerships.

His deep expertise in driving commercial growth and a vast network of industry contacts will be essential to Cluberly's success in building strong partnerships and expanding its commercial ventures in the sports and business sectors.

**STEVE NORTON**  
**MARKETING DIRECTOR**

Steve Norton brings decades of expertise in sports marketing, athlete representation, and event management to his role at Cluberly. As International Development Director at Advantage International (now Octagon), Steve represented iconic athletes like Steffi Graf and Seve Ballesteros. His consultancy work includes leading sponsorship strategies for The Football Association, PGA European Tour, and developing Mastercard's FIFA World Cup sponsorship programme.

Steve has worked with HSBC Private Bank on global sports strategies and consulted on athlete image rights, while his recent partnerships with Saatchi & Saatchi have further cemented his reputation in marketing and events. At Cluberly, Steve will help shape marketing strategies and high-profile events.

**ALAN LAMB**  
**EVENTS DIRECTOR**

Alan Lamb serves as Non-Executive Events Director at Cluberly, drawing on his extensive experience in charity work and event management. As co-founder of Rugby for Heroes, Alan has been instrumental in organising fundraising initiatives supporting ex-service personnel. With strong ties to the rugby community and a track record in charity events, Alan has worked closely with elite athletes and sports figures. At Cluberly, Alan will oversee the company's charitable and corporate events, including the *Battle of the Balls* series, bringing his expertise to create impactful fundraising and engagement initiatives.

# SUPPORT TEAM

## PIERS MORGAN ADVISOR

Piers brings over 25 years of experience in cloud technology, SaaS, and business development. As an advisor, he supports Cluberly in the areas of marketing and cybersecurity, leveraging his expertise in working with disruptive tech solutions to ensure the company's strong market presence and secure infrastructure.

## NICK THURLOW ADVISOR

With over 30 years of experience in banking and finance, Nick advises Cluberly on banking and compliance matters. His extensive background in financial regulation and fintech ensures that Cluberly's operations align with industry standards and drive sustainable growth.

## MARK HUDSON HOSPITALITY & PARTNERSHIPS

Mark brings 35 years of experience in corporate hospitality and sports events. He leverages his deep network to drive strategic partnerships and manage Cluberly's hospitality initiatives, ensuring memorable and impactful event experiences for clients and stakeholders.

## EMMA RUTTLE LEAD QA & LEGAL

Emma oversees quality assurance and legal compliance at Cluberly. Her expertise in technology law and intellectual property ensures that Cluberly's products meet regulatory standards and maintain the highest levels of quality.

## MANPREET SINGH LEAD BACKEND DEVELOPER

Manpreet leads backend development, ensuring Cluberly's systems are secure, scalable, and robust. With 12 years of experience in backend architecture and cybersecurity, he plays a critical role in safeguarding the company's digital assets.

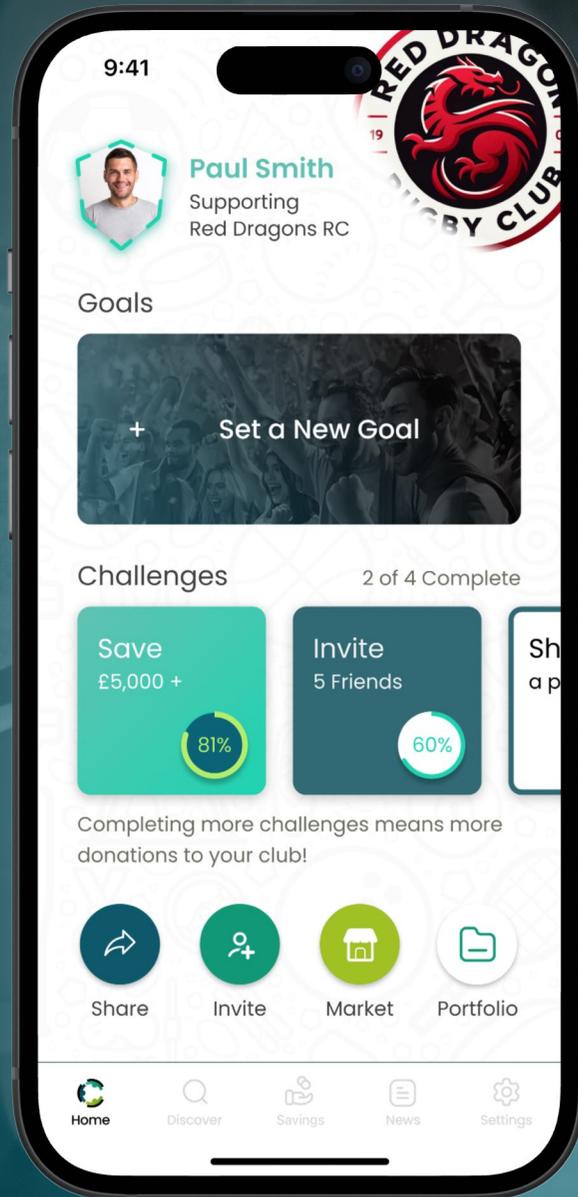
## ANKIT CHAUHAN MOBILE APP TEAM LEAD

Ankit heads mobile app development at Cluberly, focusing on iOS and Android platforms. With over 12 years of experience, he delivers innovative, user-centric mobile solutions that enhance user experience and support the company's tech innovation.

## MATAN SCHMIDT WEB DESIGN & DEVELOPMENT

Matan is responsible for web design and development at Cluberly. His expertise in React and Figma ensures that the company's websites and applications are visually appealing, responsive, and perform to the highest standards.





The idea for Cluberly was inspired by the founder's own experiences as passionate sports fans, seeing firsthand the financial challenges facing local clubs. In recent years costs have continued to rise across the UK, and as a result, many clubs and the fans that support them have been struggling to survive.

*"Following the pandemic, we recognised that both individuals and clubs rely on each other both mentally and financially and both required better ways to prepare for any future financial uncertainties. Looking for a solution we felt the Fintech sector could solve some of the problems, but something more meaningful—something that connects people to the causes they care about."*

*Kevin London Founder & CEO*

That's when the vision for Cluberly took shape: a savings and investment app that not only helps users build their financial security but one that allows them to give back to their local club, school or charity. An app that empowers the user to support the causes they care about, in turn, motivating them to save and invest, with this vision Cluberly was born.

To bring this vision to life, and be able to feasibly support the many causes and also being commercially sound the founders consulted with an independent corporate services firm to assess the business model and conduct detailed and lengthy research. The results from the research were not only positive, they demonstrated all the attributes to deliver a truly disruptive business strategy, financially and socially.

With independent validation in place, this solidified our mission to combine saving, investing, and giving back to the community.

Through Cluberly, we're creating a new way for people to make a positive impact while securing their financial future.

# FEES AND DONATIONS

## A LOW COST SOLUTION TO SAVING

Cluberly will provide users with a simple to use way to save and invest.

Monthly Subscription Fee to the Cluberly App is just £1 - £2.99 per month, along with a small 0.45% transaction fee on all savings.

The Cluberly fees mirror the current market, but unlike its rivals, Cluberly will donate 50% of subscription and transaction fees to clubs, schools and charities.

			
£1 per month subscription Handling fee 0.45%	£1 per month subscription Handling fee 0.45%	Free subscription Handling fee 0.75%	£1.50 per month subscription Handling fee 0.5%

## A UNIQUE SOLUTION, TO SUPPORTING LOCAL CLUBS SCHOOLS AND CHARITIES

Cluberly is uniquely positioned to help provide financial support to UK grassroots sports.

Cluberly will allow users to nominate a club, charity or school of their choice and provide much-needed financial support from the fees Cluberly donate.

Cluberly estimates that many millions each year can be generated for deployment into much-needed causes over the next five years.

# PROFILE CHALLENGES



## PROFILE CHALLENGES

Once users subscribe to the Cluberly App, we aim to incentivise them to invite friends and family. To encourage this, we offer profile challenges that reward users for completing specific tasks, such as inviting others, increasing savings, or sharing reviews online. These challenges provide a compelling reason for users to engage with the app and help their chosen cause.

Cluberly commits to donating 50% of all subscription and transaction fees to clubs, charities, or schools. However, to ensure the entire 50% goes directly to the user's chosen cause, users must complete simple profile challenges. These challenges may include inviting friends, saving a certain amount per year, or posting a review online. If no challenges are completed, the 50% donation is split between the user's chosen cause and the Cluberly National Pot.

As users complete challenges, the proportion of donations allocated to their chosen cause increases, reducing the amount allocated to the National Pot. This encourages users to actively promote Cluberly, increase their savings, and generate free marketing through referrals.

For users who support smaller clubs or charities with fewer followers, the National Pot provides additional incentives. By participating in challenges, even smaller clubs have a chance to benefit from monthly prize draws funded by the National Pot. For example, a user who writes an online article that leads to a significant number of new subscriptions could top the monthly invite leaderboard and win a prize for their chosen club.



### Profile Challenges may include:

- Posting an article online or via social media.
- Inviting five friends to join Cluberly.
- Inviting a club, charity, or school to join the platform.
- Saving more than £5,000 per year.

Each completed challenge increases the percentage of fees donated to the user's chosen cause:

- Post an article online or on social media: 35% to chosen cause, 15% to National Pot.
- **Invite five friends to sign up:** 40% to the chosen cause, and 10% to National Pot.
- Invite a club, charity, or school to join Cluberly: 45% to chosen cause, 5% to National Pot.
- Save more than £5,000 per year: 50% to chosen cause.

Users can complete these challenges in any order, progressively increasing the share of donations going to their chosen club, charity, or school.

# THE USER JOURNEY



Users subscribe to the Cluberly App by download, available in the Apple and Android stores.



Users complete their registration including KYC and AML.



Users link their personal bank accounts to the Cluberly App and select either the option to roundup or an agreed savings plan.



Users select one of the pre-set model portfolios Defensive, Balanced or Dynamic managed by Octopus Investments.



Users nominate a club, charity or school to support.



Users start saving.



Users complete their profile challenges.



Subscription to the Cluberly App is £1 - £2.99 per month.

Cluberly charges a 0.45% processing fee on all transactions.



50% of transaction and subscription fees are held within a Charitable Trust for deployment into a club, charity or school.



50% of transaction and subscription fees are retained by Cluberly

In addition to its innovative savings and investment platform, Cluberly will offer branded pre-loaded debit cards through partnerships with affordable white-label providers. For an additional £1.99 per month, users can include the debit card in their Cluberly subscription, bringing the total monthly cost for both savings and debit card services to just £2.99, with 50% of the fees donated to the user's chosen sports club, charity, or school.

The Cluberly debit card is designed to be a versatile, everyday spending tool, ideal for users who want to manage their finances while on the go. Whether you're out shopping, grabbing a coffee, or attending a sporting event, the Cluberly card makes it easy to access funds. It's particularly suited for sports fans, as users can proudly support their favourite team by opting for a card that's branded with their chosen club's logo or colours, making it not just a financial tool but a statement of support for their community.

Beyond everyday spending, the card can also be used as a modern "kitty" account, where individuals or groups can pool funds for specific purposes, such as trips to away games, group outings, or shared social events. Multiple users can contribute to the kitty, making it a practical and efficient way to manage group expenses. The pre-loaded nature of the card ensures users can control their spending and avoid overspending, while also benefiting from competitive currency exchange rates when used abroad—making it an excellent companion for travel and international purchases.

In addition to the core debit card offering for general users, Cluberly will also be introducing Cluberly Junior, a tailored solution that allows parents and grandparents to open accounts for their children or grandchildren. This service will include a pre-loaded debit card for the child, along with an educational savings app designed to teach children the value of saving and responsible spending.



# SAVING AND INVESTING

Cluberly's saving and investing features are central to our mission of providing accessible and innovative financial solutions tailored for sports fans. By offering a diverse range of options, we aim to attract a broad user base, enhancing engagement and driving revenue growth.

## Diverse Investment Options

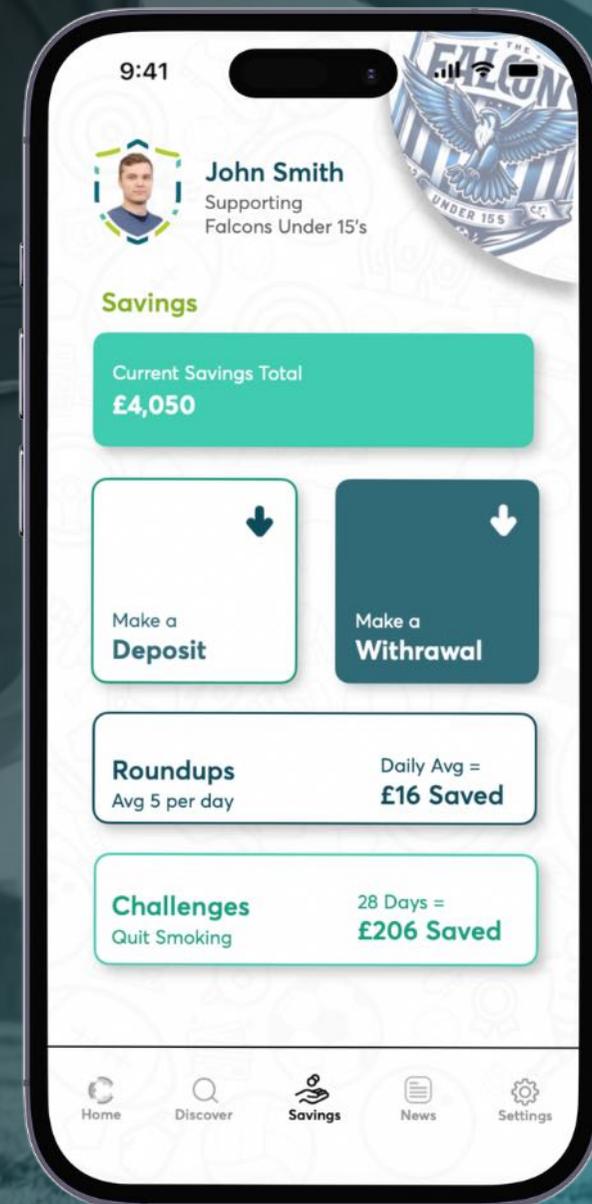
- **Passive Portfolios:** We offer a selection of passive investment portfolios that track market indices. These low-cost, diversified options appeal to users seeking steady, long-term growth without active management. This encourages consistent platform use and generates stable management fees.
- **Active Portfolios:** For users aiming for potentially higher returns, we provide actively managed portfolios overseen by professional fund managers. Catering to different risk appetites broadens our market appeal and increases revenue through performance-based fees.
- **Build Your Own Portfolio:** Cluberly empowers users to create personalized investment portfolios. By selecting from various assets like stocks, bonds, and funds, users can tailor investments to their strategies and risk tolerance. This feature enhances user engagement and loyalty.

## Innovative Saving Features

- **Round-Ups:** Our round-ups feature automatically invests spare change from users' everyday transactions made with their Cluberly debit card. This micro-investing tool promotes consistent saving habits and increases transaction volume, benefiting both users and our revenue model.

## Tax-Efficient Saving with ISAs

- **Cash ISAs:** We offer Cash Individual Savings Accounts with competitive interest rates. Users' savings grow tax-free and remain easily accessible, attracting those who prefer liquidity and security.
- **Stocks & Shares ISAs:** Our Stocks & Shares ISAs allow users to invest up to £20,000 per year tax-free. This option appeals to users aiming to maximize returns without incurring capital gains or dividend taxes, enhancing our platform's attractiveness to serious investors.



Cluberly's marketing is uniquely powerful through partnerships with clubs, charities, and schools. By making these organisations affiliates, we create a community-driven marketing machine that amplifies our reach.

Affiliates promote Cluberly within their communities, leveraging trust. They share information through newsletters, social media, and events. This grassroots approach ensures our message resonates with audiences who value trusted recommendations.

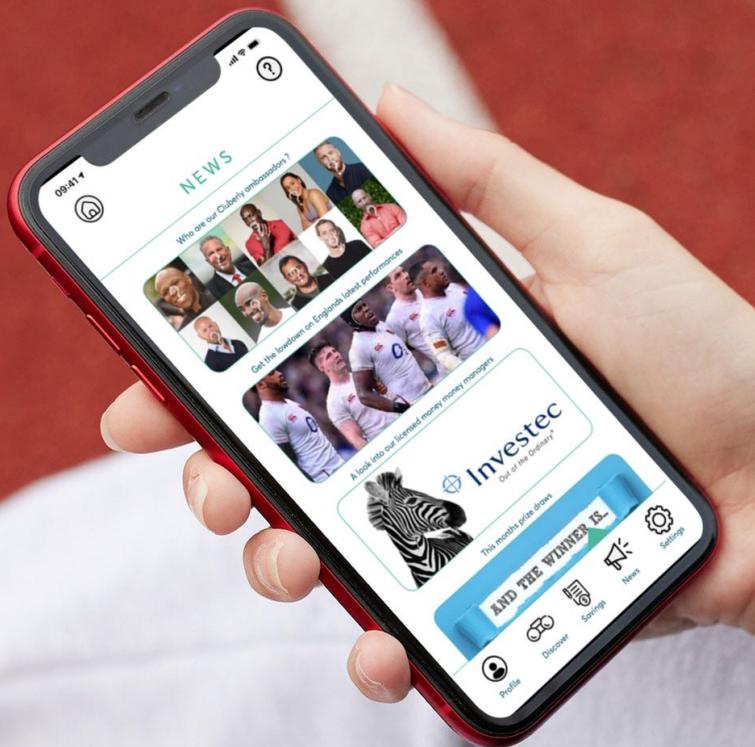
Donating 50% of revenues to affiliates strengthens the partnership. This incentive encourages them to promote Cluberly, knowing increased user engagement benefits their funding. As they see results, they become more motivated to spread the word, creating a self-sustaining marketing cycle.

By tapping into the passion of sports clubs and community organisations, we access networks traditional marketing can't reach. Supporters are more likely to adopt Cluberly as it supports causes they care about, fostering higher engagement and retention.

Affiliates incorporate Cluberly into their events, offering live demonstrations and sign-ups. This builds trust and facilitates immediate adoption.

Affiliates and users share positive experiences on social media, amplifying our reach through authentic recommendations. This organic growth is cost-effective and impactful.

Cluberly's unique marketing harnesses affiliates to promote the app within engaged communities, expanding our user base and strengthening relationships.



# MERCHANDISE

Cluberly's merchandise is an additional revenue stream that also supports our community-focused mission. Each sale benefits both the buyer's chosen cause and Cluberly's growth efforts.

## REVENUE AND CAUSE SUPPORT

For every merchandise sale, **50% of the profits** are donated to the purchaser's selected cause, such as a local sports club, charity, or school. This creates a direct incentive for users to engage, knowing their purchase makes a difference. The other 50% is reinvested into marketing and promoting the merchandise, ensuring continued growth.

## COMMUNITY ENGAGEMENT

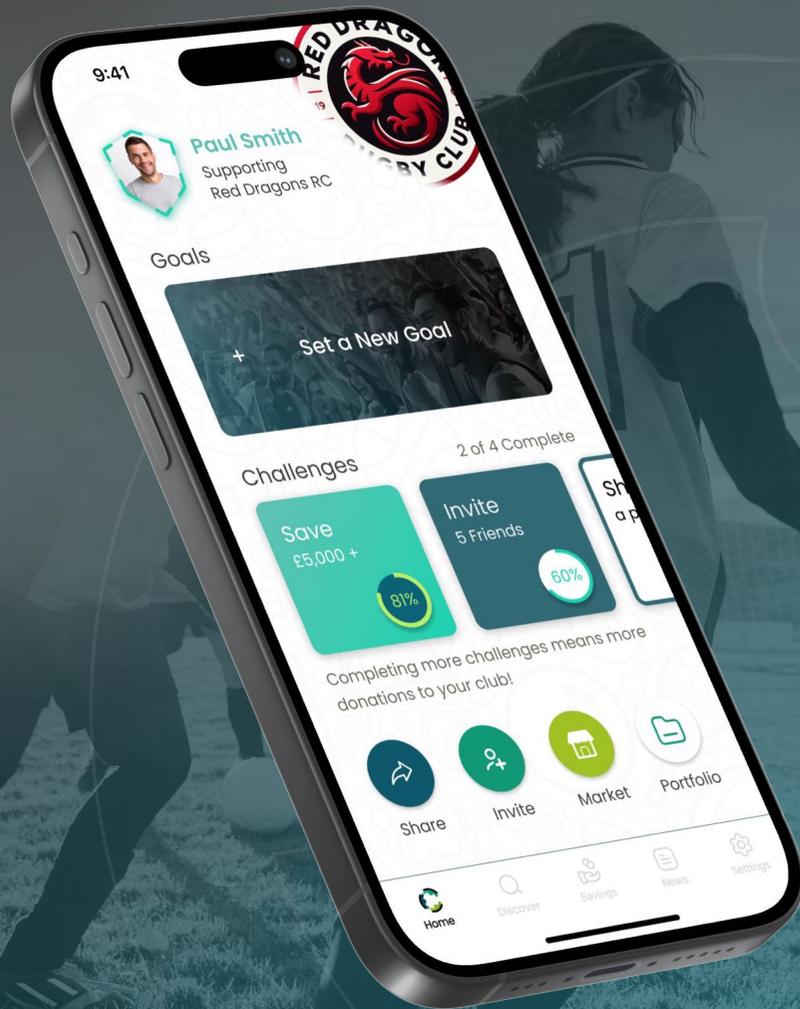
Smaller clubs and organisations can customise merchandise by featuring their logos and promoting their brand alongside Cluberly. This provides them with an additional revenue stream through donations from merchandise sales, helping fund their activities and support their communities.

## BRAND REACH AND COST-EFFECTIVE MARKETING

Cluberly's merchandise also serves as a powerful marketing tool. Every item purchased and worn acts as a mobile advertisement for both Cluberly and the affiliated organisation. Reinvesting profits into further marketing helps keep the merchandise visible, expanding its reach.

In short, Cluberly's merchandise line not only generates revenue but also promotes community engagement, strengthens brand loyalty, and supports good causes.





## THE SAVINGS MARKET

The banking industry is rapidly evolving, with electronic transactions becoming the norm and cash use declining. As major banks reduce cashier numbers in favour of self-service and online banking, more people are managing their finances digitally. Challenger brands are now at the forefront of investment options, signalling the acceptance of self-investing among modern investors.

A 2019 report showed that 27 million people in the UK were using mobile banking apps, representing about a third of the population excluding seniors and minors. It's predicted that within the next decade, the majority of savers will rely on mobile technologies. With the UK pension market valued at £2.2 trillion, Cluberly is well-positioned to become a significant player in this growing space of self-investment.

## THE COMPETITION

Cluberly is entering what may seem like a crowded market, with established apps like MoneyBox, Monzo, MoneyFarm, Chip, and GoHenry already leading. However, Cluberly aims to replicate the success of MoneyBox, which reached £1 billion in assets and 500,000 users in just five years by focusing on young, low-income earners.

MoneyBox's success came through strong marketing and targeting students by rounding up purchases to boost savings. Their valuation now exceeds £150 million. By focusing on a more affluent demographic, Cluberly expects to achieve similar or greater success with a leaner operating budget.

## TARGET MARKET

Cluberly's primary target is the UK's 21 million sports fans who actively support their local clubs. There are around 150,000 grassroots sports clubs across the country, vital for fostering healthy lifestyles, community engagement, and elite athletic success. These clubs often struggle financially, especially after the pandemic, and serve as essential social hubs.

Cluberly offers fans a unique opportunity to save and invest while supporting their local clubs and charities. Unlike MoneyBox, which targets younger, low-income savers, Cluberly will focus on a more affluent and mature audience, with the potential to surpass MoneyBox's achievements in the same timeframe.

# SUBSCRIPTION TARGETS

## MULTI-LAYERED MARKETING STRATEGY

Cluberly aims to target a greater number of subscriptions into the Cluberly App when compared with rival applications, by utilising a multi-layered marketing strategy that encourages new subscription users to invite other users such as friends and family.

Cluberly has identified that other savings applications are not utilising this approach and instead operate more traditional marketing strategies that result in having to spend an average of £50 to attract each new subscription. MoneyBox is a good example of this, having achieved a 500,000 subscription base with a £25 million marketing spend.

Cluberly aims to utilise its multi-layered marketing strategy to reduce user acquisition costs which will generate greater user subscriptions on a smaller marketing budget. The financial forecasts have been calculated using the varying multi-layered marketing scenarios with a five-year marketing budget of approximately £9 million. Should Cluberly raise further funding the forecasts will be accelerated further.

Cluberly has identified three scenarios that represent the percentage uptake from subscription users who will go on and invite five other users to subscribe to the Cluberly App within approximately three months.

The first scenario being **Conservative** is based on an estimated 5% of users inviting five further subscribers.

The second scenario is **Targeted** which is based on an estimated 10% of users inviting five further subscribers.

The third scenario is **Optimal** which is based on an estimated 15% of users inviting five further subscribers.

With the combination of continued marketing and these multi-layered scenarios, Cluberly should see user and total AUM exceed other competitors.



## CONSERVATIVE SCENARIO

Cluberly has estimated a 5% referral rate with the Conservative scenario. Based on this rate of referral the multiplier effect reduces the acquisition costs per user to an average cost of **£38.12** over 5 years.

With savings estimated to be on average £2,000 per annum per user, the Conservative scenario has the following metrics:

### Conservative financial forecast

	Dev Year	Year 1	Year 2	Year 3	Year 4
Users	20,496	73,520	126,720	179,920	233,120
AUM £'000	11,340	109,220	313,074	622,903	1,038,707
Revenues £'000	143	1,730	3,797	6,080	8,580
Costs £'000	2,069	3,345	4,427	5,530	6,656
EBITDA £'000	-1,925	-1,615	-629	549	1,924
Valuation £'000	9,758	22,735	45,987	79,858	124,348

## TARGETED SCENARIO

Cluberly has estimated a 10% referral rate with the Targeted scenario. Based on this rate of referral the multiplier effect reduces the acquisition costs per user to an average cost of **£26.78** over 5 years.

With savings estimated to be on average £2,000 per annum per user, the Targeted scenario has the following metrics:

### Targeted financial forecast

	Dev Year	Year 1	Year 2	Year 3	Year 4
Users	25,591	103,715	182,355	260,995	339,635
AUM £'000	13,068	147,871	439,324	887,429	1,492,184
Revenues £'000	162	2,375	5,329	8,766	12,441
Costs £'000	2,078	3,714	5,262	6,941	8,602
EBITDA £'000	-1,916	-1,339	66	1,825	3,838
Valuation £'000	10,186	28,174	61,547	110,633	175,408

## OPTIMAL SCENARIO

Cluberly has estimated a 15% referral rate with the Optimal scenario. Based on this rate of referral the multiplier effect reduces the acquisition costs per user to an average cost of **£15.93** over 5 years.

With savings estimated to be on average £2,000 per annum per user, the Optimal scenario has the following metrics:

### Optimal financial forecast

	Dev Year	Year 1	Year 2	Year 3	Year 4
Users	28,522	177,209	336,821	496,433	656,045
AUM £'000	13,986	22,291	74,813	1,591,130	2,752,425
Revenues £'000	172	3,658	9,657	16,331	23,655
Costs £'000	2,083	4,445	7,667	10,960	14,319
EBITDA £'000	-1,910	-797	1,989	5,370	9,335
Valuation £'000	10,424	39,481	100,584	193,549	318,374

# STEPS TO LAUNCH

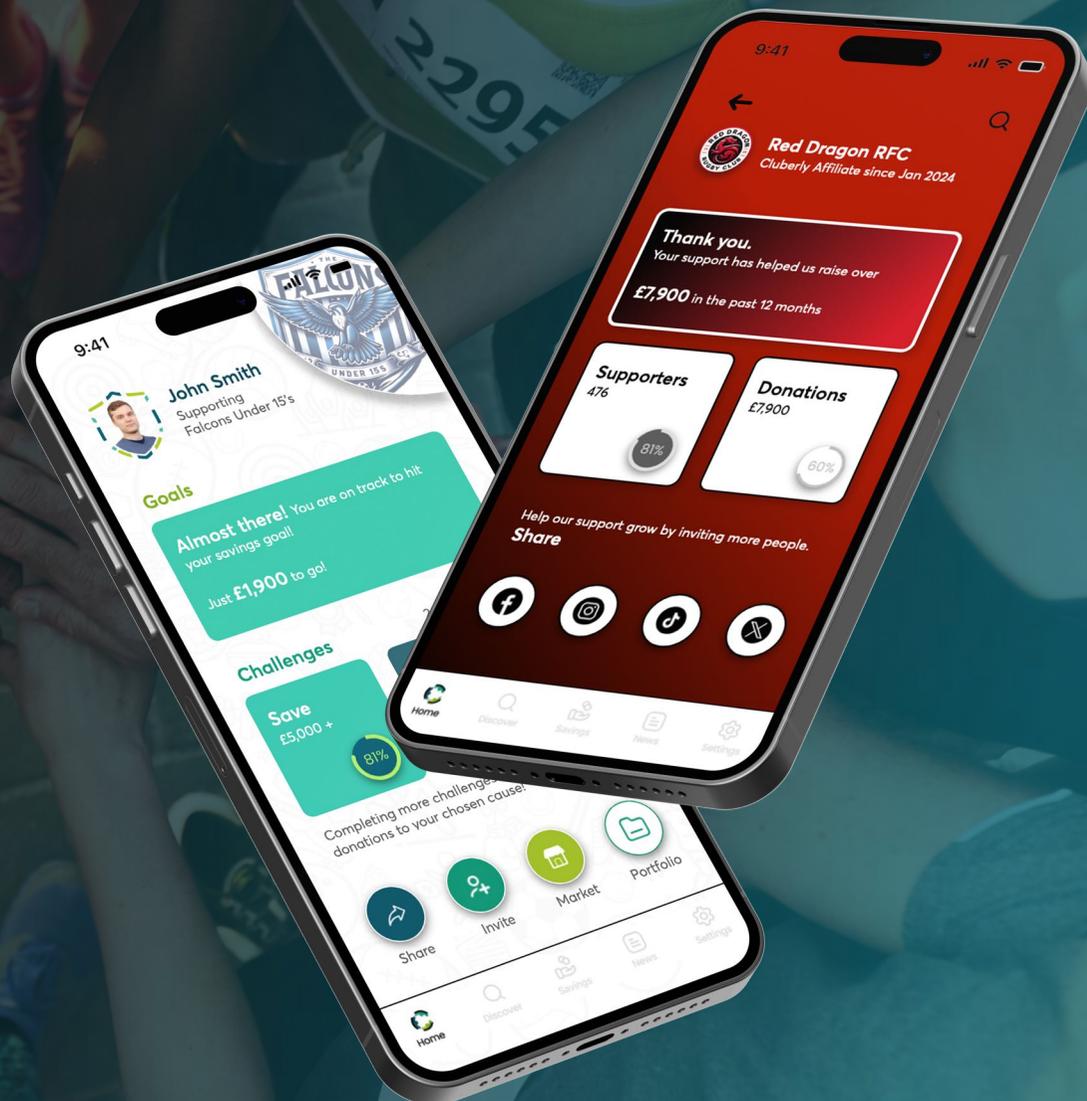
Cluberly is well on track for its January 2025 launch, with much of the foundational work already completed. Here's a breakdown of our progress and the final steps leading up to the launch:

- 1. Research and Development:**  
All necessary research and development have been completed. We've built a robust business model, identified our target market, and ensured that our product offering is aligned with user needs and industry standards.
- 2. Marketing Strategy:**  
Our marketing strategy is fully developed and ready to be executed. We've identified key channels, partnerships, and community-driven initiatives to maximise engagement and user acquisition.
- 3. Licences and Agreements:**  
Licences with regulated parties have been agreed upon, ensuring we meet all necessary compliance and legal requirements for operating in the fintech space.
- 4. Seed Funding Raised:**  
The initial seed round has been successfully raised, providing the capital required to complete the final stages of development and marketing preparations.
- 5. Front-End Development Complete:**  
The front end of the app is now built, delivering a user-friendly interface that aligns with our design and functionality goals.

## Remaining Steps:

### API Integration and Compliance

The final step is connecting the various APIs to the app. This process, which will take approximately three months, is largely compliance-focused. It involves integrating financial services, ensuring proper risk warnings, and completing necessary legal paperwork, such as disclaimers and agreements.



## DEVELOPMENT YEAR - COSTINGS

The development, operations and marketing costs required for the Development Year are as follows:

<b>App Development</b>	£312,000
<b>Management Team</b>	£364,000
<b>Marketing</b>	£1,094,000
<b>Offices and IT equipment</b>	£70,000
<b>Legal, Accounting &amp; Insurance</b>	£130,000
<b>Miscellaneous</b>	£30,000
<b>TOTAL</b>	<b>£2,000,000</b>

### App Development

The Cluberly App is being developed using a reliable, pre-existing architecture that has been tried and tested. Development is being undertaken by a team of experienced external developers with a proven track record of building applications for high-profile UK brands. These developers have now committed to long-term contracts with options in the company, effectively becoming part of the in-house team.

The total cost of development is estimated at **£312,000**, which covers the creation of a fully operational and deployable app, including the integration of bespoke APIs for seamless connectivity. Post-launch, ongoing development will continue to introduce new features, with annual costs projected at **£100,000**, plus **10%** to accommodate growth. The internal development team will also provide ongoing technical support to ensure continuous improvements.

### Management team

The strength of Cluberly's management team and advisors is crucial to its success. To maintain financial discipline, Cluberly has set monthly salaries and retainers at **£5,000** per month, inclusive of taxes, for all team members. Performance-based bonuses and/or share options will be awarded based on meeting pre-defined KPIs.

In addition, several key individuals have been identified to join the management team, with formal appointments to follow the completion of the current funding round. Yearly salary packages will remain consistent during the Development Year, with any additional salaries funded through **economies of scale** as the business grows.

### Marketing

A well-executed marketing strategy is critical to the success of Cluberly. Initial **PR efforts** will begin ahead of the anticipated soft launch in **January 2025**, aiming to build early awareness and generate excitement around the platform. This pre-launch PR will focus on key milestones, such as the appointment of sports ambassadors, to draw attention to Cluberly's mission and services.

Following the soft launch, Cluberly will roll out an **aggressive marketing strategy** to drive user acquisition and brand visibility. The goal is to secure **20,000 users** by the end of the Development Year, with additional funding allocated to support ongoing marketing efforts into **Year 1** and beyond.

### Offices and IT systems

To minimize costs, Cluberly has operated remotely throughout its development phase. However, with the team expanding and full-time staff being interviewed, Cluberly is now considering office spaces in the **Berkshire area** to establish a permanent base for its operations.

The cost of remote operations and office setup is estimated to remain below **£70,000 per annum**, ensuring efficient use of resources while supporting the team's growth and day-to-day activities.

### Legal, Accounting and Insurance

Cluberly will engage external legal and accounting services to ensure full compliance with regulatory requirements, including the **EIS** assurance process. The company will also secure necessary insurance policies to protect its operations as it scales.

### Miscellaneous

This includes general operational costs such as printing, stationery, and any other miscellaneous expenses necessary for smooth business operations.

### Economies of Scale

As Cluberly scales its operations, it will allocate **10% of its revenues** to cover ongoing costs, additional salaries, and future development efforts. This approach allows the business to benefit from **economies of scale**, ensuring long-term operational efficiency and sustainable growth.

# EXPECTATIONS

## EXPECTATIONS

Cluberly has set clear milestones based on research and competitor analysis. A strong comparison can be made with MoneyBox, a similar savings app that achieved 500,000 users and over £1 billion in assets under management (AUM) within five years. At the time, savings apps were new and untested. MoneyBox's simple USP—allowing low-salary earners to round up purchases into savings—helped them grow. However, this growth required significant marketing spend, as they needed a high volume of users to meet their targets, leading to their current valuation of over £150 million.

## MARKETING

Cluberly's marketing strategy focuses on fan and club referrals, significantly reducing costs compared to traditional methods. This multi-layered approach positions Cluberly to attract users at a fraction of the spend MoneyBox required. While securing additional marketing funds, like other apps, remains important, Cluberly has a distinct advantage: it targets not only savers but also clubs and charities, which will promote Cluberly to their fan bases. By leveraging both top-down (via clubs) and bottom-up (via user referrals) strategies, Cluberly expects to surpass competitor milestones.

## SAVINGS

Unlike MoneyBox, which focuses on low-income users such as students, Cluberly targets more affluent savers in the sports community, including parents and grandparents who are already accustomed to saving and investing. This broader, wealthier target group is expected to save an average of £2,000 annually, which should allow Cluberly to surpass competitors in total AUM.

## PROFITS

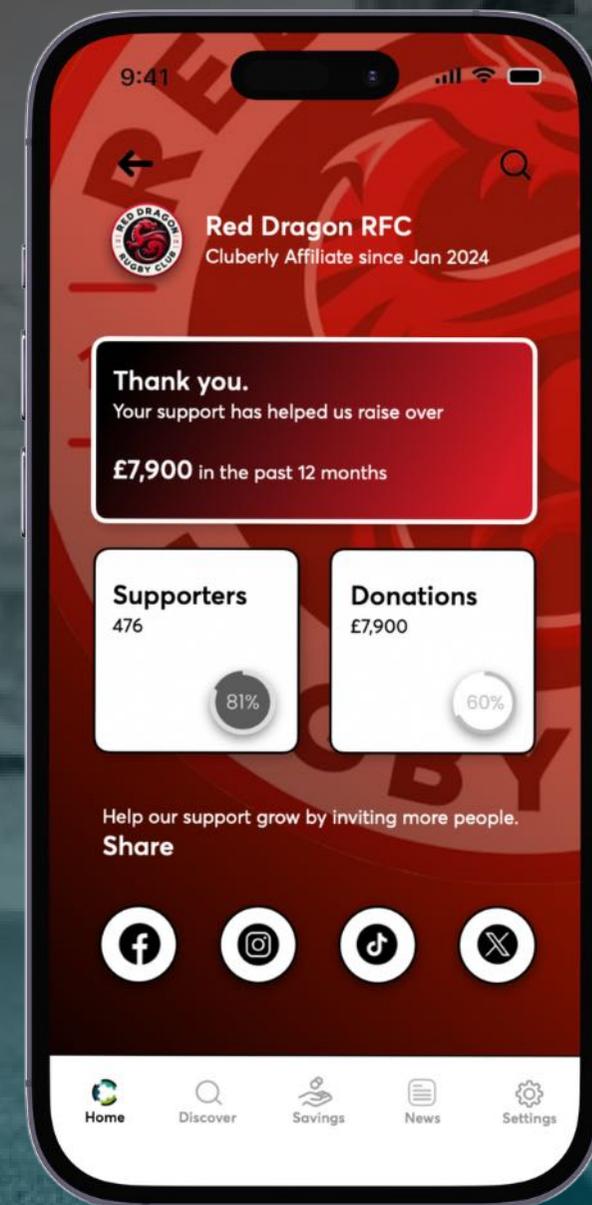
Cluberly's revenue comes from monthly subscriptions and transaction fees, of which 50% is donated to clubs or charities. While this reduces profits, it also encourages user engagement and referrals, which helps grow the user base. With its unique marketing strategy and higher target savings per user, Cluberly aims to generate greater profits at a lower overall cost.

## VALUATION

Cluberly's valuation model is also based on competitors like MoneyBox, which was valued at £150 million after reaching 500,000 users and £1 billion in AUM. With similar growth targets, Cluberly expects to achieve a valuation exceeding this, provided it meets its user base and AUM goals.

## FURTHER FUNDING

To capture a larger market share, Cluberly will conduct further funding rounds to raise the capital necessary for continued growth. The company has already identified numerous sources of funding that will be used to promote the app and attract new users.



## THE ABILITY TO ATTRACT USERS

Cluberly has identified that more savers are now comfortable managing their banking and investments through mobile devices. With hundreds of thousands already using savings apps, and many willing to pay small monthly fees, there is a growing market of untapped users in the UK alone. This confirms that a substantial market exists for savings apps where users are happy to pay for convenience.

Cluberly has a key advantage over competitors by pledging to donate 50% of its subscription and transaction fees to good causes. When compared with other savings apps, this charitable component makes Cluberly a compelling alternative. The goal is to capture just 2.5% of the UK's 21 million sports fans, many of whom would willingly support their local clubs financially at no cost to them.

## INCENTIVISING USERS AND REFERRALS

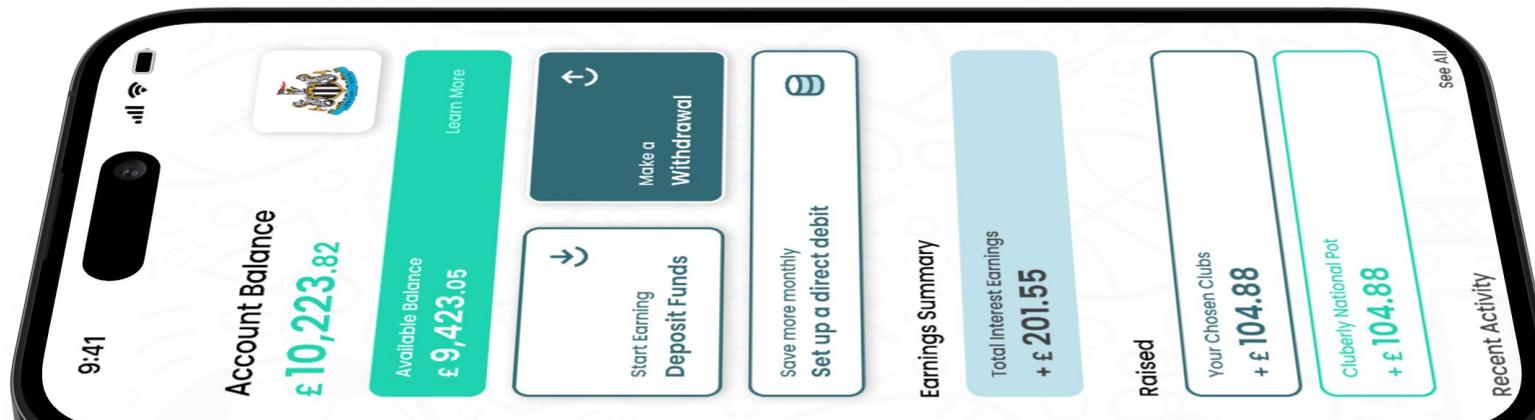
Once subscribed to the Cluberly app, users will be encouraged to invite friends and family. To motivate this, Cluberly has introduced profile challenges. To ensure all 50% of the fees go directly to the user's chosen club, charity, or school, users must complete tasks like inviting friends, saving over £5,000 a year, or posting reviews. Without these challenges, the 50% is split between the chosen cause and Cluberly's national pot. As users complete more challenges, a larger share of their fees goes to their chosen cause, with less allocated to the national pot.

This strategy encourages user engagement and referrals, providing free marketing. For those supporting smaller clubs with limited followers, the national pot offers monthly prizes, driven by user interaction. A user writing a blog post could lead to hundreds of new subscriptions and potentially win their club a monthly prize based on referral performance.

## FUNDING MARKETING EFFORTS

Marketing is key to Cluberly's growth, and to launch effectively, Cluberly is seeking up to £2 million in equity funding, with £1 million set aside for marketing in the development year. The goal is to achieve around 20,000 subscriptions in Year 1. Prior to launch, Cluberly will run targeted social media campaigns and press releases to build anticipation and highlight future funding rounds to interested investors.

Drawing on the example of MoneyBox, which raised further funds after a successful marketing campaign, Cluberly aims to replicate this success. Additional marketing funding may be secured through borrowing from agencies specialising in marketing loans, provided Cluberly demonstrates a strong conversion rate. This capital will help accelerate marketing efforts and reach a broader audience.



# CORPORATE OVERSIGHT



Since the idea was first considered by the founders, more than 18 months of research and development have gone into Cluberly's business plan.

To ensure every aspect of the business was fully scrutinised, the founders engaged the services of Whitehawk Corporate Services Ltd, an independent corporate services specialist.

Whitehawk has independently reviewed the market, the regulation and compliance requirements, the business plan and most importantly the financials to ascertain if Cluberly can operate profitably whilst donating 50% of its fees charged.

Following Whitehawk's positive review, a comprehensive financial forecast was developed, including the Company's current and future valuations based on varying rival Apps in the market.

Whitehawk has then assisted with all other areas of the business to ensure Cluberly has everything in place to go on and raise the required funding but also assist the ongoing development wherever needed.

Whitehawk has agreed to convert fees owed for works conducted over the past 18 months for an equity position within Cluberly and has agreed to become Company Secretary, providing further oversight and support for both the Company and its investors.



Cluberly ensures robust regulatory compliance and seamless financial integration through our partnership with Orenda, an FCA-regulated fintech company. Leveraging Orenda's advanced API technology, we provide secure and compliant financial services tailored for our users.

#### Integration with Orenda's APIs

- **Regulatory Compliance:** Orenda's APIs automate adherence to KYC (Know Your Customer) and AML (Anti-Money Laundering) regulations, enabling swift and secure user onboarding and transactions.
- **Secure Transactions:** High-grade encryption and secure channels safeguard all financial activities within the Cluberly app.
- **Branded Debit Cards:** Orenda facilitates the issuance of Cluberly-branded debit cards, enhancing user engagement and brand identity.

#### Access to Investment Portfolios via Octopus Investments

Through Orenda's integration with other regulated financial service providers, including Octopus Investments, Cluberly users gain access to a range of investment portfolios:

- **Diverse Options:** Select from various portfolios tailored to different risk profiles and investment goals.
- **Low-Risk Investments:** Portfolios focus on well-known assets with low-risk setups, ideal for cautious investors.
- **High Liquidity:** Investments are highly liquid, allowing users to deposit or withdraw funds with ease.
- **Affordable Entry Point:** Start investing with as little as £1, making investment accessible to everyone.

# THE CONSERVATIVE NUMBERS

Conservative Financial Forecast	Dev Year	Year 1	Year 2	Year 3	Year 4
<b>Revenues</b>					
Subscriptions Fees @ £1 Per month	£83,519	£589,640	£1,228,040	£1,866,440	£2,504,840
Transaction Fees @ 0.45%	£55,230	£440,461	£917,346	£1,394,231	£1,871,115
Licence Fees @0.2% Per annum	£4,966	£113,401	£430,178	£963,143	£1,712,296
Debit Card Monthly Subscription fee	£0	£586,692	£1,221,900	£1,857,108	£2,492,316
<b>Total Revenues</b>	<b>£143,715</b>	<b>£1,730,194</b>	<b>£3,797,464</b>	<b>£6,080,922</b>	<b>£8,580,567</b>
<b>Costs</b>					
Development	£312,000	£0	£0	£0	£0
Marketing	£1,094,000	£2,000,000	£2,000,000	£2,000,000	£2,000,000
Salaries	£364,000	£364,000	£364,000	£364,000	£364,000
Other	£230,000	£0	£0	£0	£0
Economies of Scale	£0	£173,019	£379,746	£608,092	£858,057
<b>Total Costs</b>	<b>£2,000,000</b>	<b>£2,537,019</b>	<b>£2,743,746</b>	<b>£2,972,092</b>	<b>£3,222,057</b>
<b>Donations</b>					
Subscription Fee Donations	£41,760	£294,820	£614,020	£933,220	£1,252,420
Transaction Fee Donations	£27,615	£220,231	£458,673	£697,115	£935,558
Debit Card Subscription Fee Donations	£0	£293,346	£610,950	£928,554	£1,246,158
<b>Total Donations</b>	<b>£69,375</b>	<b>£808,396</b>	<b>£1,683,643</b>	<b>£2,558,889</b>	<b>£3,434,136</b>
<b>Total Costs Including Donations</b>	<b>£2,069,375</b>	<b>£3,345,416</b>	<b>£4,427,389</b>	<b>£5,530,981</b>	<b>£6,656,192</b>
<b>Results for the year EBITDA</b>	<b>£1,925,659</b>	<b>£1,615,222</b>	<b>£629,925</b>	<b>£549,940</b>	<b>£1,924,375</b>
<b>Users &amp; Data</b>	20,496	73,520	126,720	179,920	233,120
<b>AUM</b>	£11,340,000	£109,220,240	£313,074,880	£622,903,920	£1,038,707,360
<b>Valuation</b>	<b>£9,758,800</b>	<b>£22,735,043</b>	<b>£45,987,234</b>	<b>£79,858,484</b>	<b>£124,348,793</b>

# THE TARGETED NUMBERS

Targeted Financial Forecast	Dev Year	Year 1	Year 2	Year 3	Year 4
<b>Revenues</b>					
Subscriptions Fees @ £1 Per Month	£93,889	£812,065	£1,755,745	£2,699,425	£3,643,105
Transaction Fees @ 0.45%	£63,007	£606,612	£1,229,171	£2,016,470	£2,721,399
Licence Fees @0.2% Per Annum	£5,477	£149,171	£597,268	£1,364,932	£2,452,165
Debit Card Monthly Subscription Fee	£0	£808,004	£1,746,966	£2,685,928	£3,624,889
<b>Total</b>	<b>£162,374</b>	<b>£2,375,852</b>	<b>£5,329,149</b>	<b>£8,766,755</b>	<b>£12,441,558</b>
<b>Costs</b>					
Development	£312,000	£0	£0	£0	£0
Marketing	£1,094,000	£2,000,000	£2,000,000	£2,000,000	£2,000,000
Salaries	£364,000	£364,000	£364,000	£364,000	£364,000
Other	£230,000	£0	£0	£0	£0
Economies of Scale	£0	£237,585	£532,915	£876,675	£1,244,156
<b>Totals</b>	<b>£2,000,000</b>	<b>£2,601,585</b>	<b>£2,896,915</b>	<b>£3,240,675</b>	<b>£3,608,156</b>
<b>Donations</b>					
Subscription Fee Donations	£46,945	£406,032	£877,872	£1,349,712	£1,821,552
Transaction Fee Donations	£31,504	£303,306	£614,585	£1,008,235	£1,360,700
Debit Card Subscription Fee Donations	£0	£404,002	£873,483	£1,342,964	£1,812,445
<b>Total Donations</b>	<b>£78,448</b>	<b>£1,113,341</b>	<b>£2,365,941</b>	<b>£3,700,911</b>	<b>£4,994,697</b>
<b>Total Costs Including Donations</b>	<b>£2,078,448</b>	<b>£3,714,926</b>	<b>£5,262,856</b>	<b>£6,941,587</b>	<b>£8,602,852</b>
<b>Results for the year EBITDA</b>	<b>£1,916,075</b>	<b>£1,339,074</b>	<b>£66,293</b>	<b>£1,825,168</b>	<b>£3,838,705</b>
<b>Users &amp; Data</b>	25,591	103,715	182,355	260,995	339,635
<b>AUM</b>	£13,068,300	£147,871,057	£439,324,694	£887,429,210	£1,492,184,607
<b>Valuation</b>	<b>£10,186,360</b>	<b>£28,174,461</b>	<b>£61,547,154</b>	<b>£110,633,367</b>	<b>£175,408,387</b>

# THE OPTIMAL NUMBERS

Optimal Financial Forecast	Dev Year	Year 1	Year 2	Year 3	Year 4
<b>Revenues</b>					
Subscriptions Fees @ £1 Per Month	£99,398	£1,258,615	£3,163,991	£5,079,335	£6,994,679
Transaction Fees @ 0.45%	£67,139	£940,185	£2,363,501	£3,794,263	£5,225,025
Licence Fees @0.2% Per Annum	£5,747	£207,131	£981,445	£2,404,230	£4,475,628
Debit Card Monthly Subscription Fee	£0	£1,252,322	£3,148,171	£5,053,938	£6,959,706
<b>Total Revenues</b>	<b>£172,284</b>	<b>£3,658,252</b>	<b>£9,657,108</b>	<b>£16,331,767</b>	<b>£23,655,037</b>
<b>Costs</b>					
Development	£312,000	£0	£0	£0	£0
Marketing	£1,094,000	£2,000,000	£2,000,000	£2,000,000	£2,000,000
Salaries	£364,000	£364,000	£364,000	£364,000	£364,000
Other	£230,000	£0	£0	£0	£0
Economies of Scale	£0	£365,825	£965,711	£1,633,177	£2,365,504
<b>Total Costs</b>	<b>£2,000,000</b>	<b>£2,729,825</b>	<b>£3,329,711</b>	<b>£3,997,177</b>	<b>£4,729,504</b>
<b>Donations</b>					
Subscription Fee Donations	£49,699	£629,307	£1,581,995	£2,539,667	£3,497,339
Transaction Fee Donations	£33,569	£470,093	£1,181,751	£1,897,132	£2,612,513
Debit Card Subscription Fee Donations	£0	£626,161	£1,574,086	£2,526,969	£3,479,853
<b>Total Donations</b>	<b>£83,268</b>	<b>£1,725,561</b>	<b>£4,337,832</b>	<b>£6,963,768</b>	<b>£9,589,705</b>
<b>Total Costs Including Donations</b>	<b>£2,083,268</b>	<b>£4,455,386</b>	<b>£7,667,542</b>	<b>£10,960,945</b>	<b>£14,319,209</b>
<b>Results for the year EBITDA</b>	<b>£1,910,984</b>	<b>£797,134</b>	<b>£1,989,566</b>	<b>£5,370,822</b>	<b>£9,335,829</b>
<b>Users &amp; Data</b>	28,522	177,209	336,821	496,433	656,045
<b>AUM</b>	£13,986,420	£222,916,448	£748,138,947	£1,591,308,551	£2,752,425,258
<b>Valuation</b>	<b>£10,424,741</b>	<b>£39,481,941</b>	<b>£100,584,676</b>	<b>£193,549,702</b>	<b>£318,374,300</b>

Cluberly is expanding its impact through various subsidiaries, all formed as Community Interest Companies (CICs) dedicated to supporting community-driven causes. By donating 50% of profits to grassroots organisations, schools, and charities, Cluberly remains committed to its core mission of giving back while broadening its services.

## SHARED COLLABORATION

To accelerate growth, Cluberly has partnered with organizations that share its vision of philanthropy. By leveraging the expertise of these partners, Cluberly can fast-track the development and launch of its subsidiaries, ensuring that expansion stays true to its mission. Each subsidiary is committed to donating 50% of its profits to user-chosen causes, guaranteeing that Cluberly's growth directly benefits the community.

## CLUBERLY MERCHANDISE CIC

**Cluberly Merchandise CIC** aims to launch a range of clothing and accessories, with 50% of profits donated to causes chosen by users. The company will work closely with design universities to create seasonal collections, providing students with real-world design experience. Products will range from sports clothing to school uniforms, allowing users to support charity through their everyday purchases.

## CLUBERLY JUNIOR CIC

One of the first subsidiaries, **Cluberly Junior CIC**, is designed to encourage junior users to save and invest while also providing educational tools. Through partnerships with educational mentors, the company will introduce workshops in UK schools and promote financial literacy. Cluberly Junior will also develop a sports-based educational game, where kids can earn rewards for learning and competing in sports challenges. These rewards can be exchanged for prizes, combining education, financial responsibility, and entertainment.

## SPORTS SCOUT CARD GAME

A unique card game will be launched under **Cluberly Junior CIC**. Kids will collect cards of emerging talents and sports legends, using them to compete with friends or trade cards. Cards will include stats to facilitate playground competitions, with an online component that tracks scores via a fantasy scout platform. Retailing at £2.99 per pack, £1.50 will be donated to the user's chosen cause.

## CLUBERLY EVENTS CIC

To further support charitable efforts, **Cluberly Events CIC** will organize annual sporting events. These events will feature past sports legends competing against today's celebrities, with all proceeds going to charity. The events will be televised, and sports like football, rugby, golf, and niche sports such as squash and archery will be included. One highlight will be the **Celebrity All Stars Cup**, inspired by the Ryder Cup, where celebrities from Europe and the USA compete to raise funds.

## CLUBERLY ACCESS CIC

Through **Cluberly Access CIC**, the company will offer corporate hospitality packages for global sporting and entertainment events.

Partnering with event organizers and travel companies, Cluberly will provide VIP access to prestigious events, from Formula 1 to concerts. As a unique not-for-profit hospitality company, 50% of all profits will be donated to causes chosen by users.

## CLUBERLY MEDIA CIC

**Cluberly Media CIC** will document the charitable work being done by clubs, schools, and charities. The initiative will focus on developing young talent in media, offering opportunities for aspiring professionals to gain work experience in filming, presenting, editing, and directing. In partnership with UK universities, Cluberly will provide educational and practical work experience to students, helping them build portfolios while creating engaging content for Cluberly's social channels.

## CLUBERLY TV

**Cluberly TV** will launch several social media channels featuring weekly videos on sports, finance, and social impact, further promoting grassroots causes. The content will generate advertising revenue, with 50% reinvested into content production and charitable donations. This initiative will provide educational and engaging content while amplifying the causes supported by Cluberly users.

## CLUBERLY HEALTH CIC

The company plans to establish community gyms through **Cluberly Health CIC**, combining fitness with philanthropy. Gym memberships will be affordable, with 50% of membership fees directed toward users' chosen causes. Members will also earn Cluberly credits for hitting fitness goals, which can be redeemed for merchandise and prizes. This initiative will help members improve their health while contributing to charity.

# FINAL THOUGHTS

Cluberly represents a unique opportunity for investors who are passionate about making a positive impact while tapping into a proven and growing market. Here are key reasons why investing in Cluberly is a compelling opportunity:

1. **A Cause for Good**

Cluberly pledges to donate 50% of its revenues to grassroots sports, schools, and charities—setting a new standard for socially responsible business. This is a long-term commitment to supporting communities.

2. **Proven Business Model**

The success of similar apps like GoHenry shows that the demand for mobile savings platforms is strong. Cluberly's approach builds on this proven model but offers more by integrating a charitable giving element.

3. **Tax Incentives**

With approval under the Enterprise Investment Scheme (EIS), investors can benefit from significant tax relief, including a 30% deduction on investments and no Capital Gains Tax on profits.

4. **Cost-Efficient Operations**

Cluberly's partnership model keeps operational costs low while allowing for easy international expansion. The company's collaboration with regulated firms provides compliance while boosting revenue through license fees.

5. **Target Market Readiness**

Rival apps have built user bases of millions at higher subscription fees. Cluberly offers more value at a lower cost, attracting users who want to save and invest while supporting their communities.

6. **Powerful PR and Marketing Potential**

Cluberly's unique revenue-sharing model ensures it garners media attention. Every donation to a good cause creates positive press, driving user subscriptions without the need for costly marketing campaigns.

7. **Independently Assessed**

The business model and valuation have been independently reviewed by Whitehawk Corporate Services and The Investment Checkers, ensuring transparency and credibility.

8. **Global Expansion Potential**

While Cluberly aims to reach 300,000+ UK users in five years, its model is easily scalable to other English-speaking markets, particularly the USA, opening up a much larger user base and future growth opportunities.

9. **Strong Return on Investment**

With a current valuation of £5.6 million and projections surpassing £100 million within five years, Cluberly offers the potential for a return of 10 to 20 times the initial investment, particularly if it breaks into international markets.

10. **Momentum and Clear Path to Launch**

With £500,000 already raised, Cluberly is seeking to secure the final £1.5 million needed to launch in January 2025. The funds will drive marketing and recruitment efforts to ensure a successful launch.

Cluberly combines financial opportunity with a commitment to doing good, making it a standout investment choice for those who believe in the power of business to effect positive change.

## SHARES MAY NOT BE A SUITABLE INVESTMENT FOR ALL INVESTORS.

Each potential investor in Shares must determine the suitability of an investment considering its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Shares, the merits, and risks of investing in the Shares and the information contained in this Information Memorandum,
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation and the investment(s) it is considering, an investment in the Shares and the impact the Shares will have on its overall investment portfolio,
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Shares, including cases in which the currency for principal or interest payments is different from the potential investor's currency,
- (iv) understand thoroughly the Terms and Conditions and the content of this Information Memorandum,
- (v) be able to evaluate, either alone or with the help of a financial adviser, possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks, and
- (vi) recognise that it may not be possible to dispose of the Shares for a substantial period, if at all. A potential investor should not invest in the Shares unless it has the expertise (either alone or with a Financial Advisor) to evaluate how the Shares will perform under changing conditions, the resulting effects on the value of the Shares and the impact this investment will have on the potential investor's overall investment portfolio.

## LACK OF OPERATING HISTORY

The company was established in 19 February 2021 and therefore has a limited operating history that a prospective investor can evaluate before subscribing for shares.

## LACK OF PROFIT

There can be no assurance that the Issuer will achieve its objectives or that the strategy described in this document will be successful. Given the risks described in this section, there exists a possibility that an investor may not receive any dividend income from their shareholding.

## LITIGATION AND CLAIMS

The Company may be subject to lawsuits or proceedings by government entities or private parties. Except in the event of a lawsuit or proceeding arising from a director's wilful neglect or default in the performance of his duties, expenses or liabilities of the Company arising from any suit will be borne by it. While the Company currently has no outstanding litigation, there can be no guarantee that the current or future actions of the Company will not result in litigation. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

## RISKS RELATED TO THE SHARES

An investment in the Shares involves certain risks associated with the characteristics, specification and type of the Shares which could lead to substantial losses which Shareholders would have to bear in the case of selling their Shares. Risks regarding the Shares comprise, inter alia, the following risks:

### **DUE TO FUTURE MONEY DEPRECIATION, THE REAL YIELD OF AN INVESTMENT MAY BE REDUCED (INFLATION RISK).**

The value of assets such as the Shares or income therefrom will decrease as inflation reduces the purchasing power of a currency. Inflation causes the rate of return to decrease in value. If the inflation rate exceeds the interest paid on any Shares, the real yield on such Shares will become negative.

Shareholders for whom the Pound represents a foreign currency are exposed to the risk of changes in currency exchange rates (Currency Risk).

The Shares are denominated in GBP. If such currency represents a foreign currency to a Shareholder, such Shareholder is particularly exposed to the risk of changes in currency exchange rates which may affect the yield of such Shares in the currency of the Shareholder. Changes in currency exchange rates result from various factors such as macroeconomic factors, speculative transactions and interventions by central banks and governments. In addition, government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable currency exchange rate. As a result, investors may receive less interest or principal than expected, or no interest or principal at all.

# RISK WARNINGS

## LEGAL INVESTMENT CONSIDERATIONS MAY RESTRICT CERTAIN INVESTMENTS

The investment activities of certain investors are subject to legal investment laws and regulations or review or regulation by certain authorities. Each potential investor should consult with their legal advisers to determine (i) whether and to what extent Shares are legal investments, (ii) Shares can be used as collateral for various types of borrowing and (iii) other restrictions apply to its purchase or pledge of any Shares. Financial institutions should consult their legal advisors or the appropriate regulators to determine the appropriate treatment of Shares under any applicable risk-based capital or similar rules.

Potential purchasers and sellers of the Shares should be aware that they may be required to pay taxes or other documentary charges when implementing the transaction

Potential purchasers and sellers of the Shares should be aware that they may be required to pay taxes or other documentary charges or duties in accordance with the laws and practices of the country where the Shares are transferred or other jurisdictions. An effective yield on the Shares may be diminished by the tax impact on an investment in the Shares. Payments of interest on the Shares, or profits realised by the Shareholder upon the sale or repayment of the Shares, may be subject to taxation in its home jurisdiction or in other jurisdictions in which it is required to pay taxes. The tax impact on an individual Shareholder may differ from the situation described for Shareholders generally. All investors are advised to contact their own tax advisors for advice on the tax impact of an investment in the Shares.

## ILLIQUIDITY

The shares in the company can be highly illiquid. It is very unlikely that there will be a liquid secondary market for the shares of the company. This means investors should assume that they will be unlikely to be able to sell their shares until and unless the business floats on a stock exchange or is bought by another company; and, even if the business is bought by another company or floats, the investment may continue to be illiquid. Even for a successful company, a purchase is unlikely to occur for a number of years from the time of investment.

The Shares are governed by English law, and changes in applicable laws, regulations or regulatory policies may have an adverse effect on the Issuer, the Shares, and the Shareholders.

The terms and conditions of the Shares are governed by English law. Uncertainty exists as to whether, following the United Kingdom leaving the European Union, an English court ruling in relation to the Shares will continue to be enforceable in the European Union in the same way as under the current Regulation (EU) No 1215/2012. No assurance can be given as to the impact of any possible judicial decision or change to English law, or administrative practice after the date of this Information Memorandum.

## RARITY OF DIVIDENDS

It is very unlikely the company will pay dividends. This means that investors are unlikely to see any return of capital or profit until they are able to sell their shares. Even for a successful business, this is unlikely to occur for a number of years from the time they make the investment.

## DILUTION

An investment in a company may be subject to dilution. This means that if the business raises additional capital at a later date, it will issue new shares to the new investors, and the percentage of the business that investors own will decline. These new shares may also have certain preferential rights to dividends, sale proceeds and other matters, and the exercise of these rights may work to existing investors disadvantage. An investment may also be subject to dilution as a result of the grant of options (or similar rights to acquire shares) to employees of, service providers to or certain other contacts of the Company.

## TRADING ACTIVITIES

The Company, like all businesses, are vulnerable to financial difficulties and investing in Ordinary Shares may involve significant risk. There is no guarantee that the Company's strategy or trading activities will be successful. The returns from the trading activities undertaken will inevitably vary from the target financial returns set out in this invitation document. There is no certainty investors will get back the full amount that they invest and may consequently lose some or all of the money invested.

## RISKS RELATING TO VALUATION

The Directors have set the value of the Company, and accordingly the issue price for the Shares, at a level which is far above the level of any value that could be ascribed to the Company at the present time by any conventional valuation methodology. As such, there remains a significant risk that this valuation could be an overestimation and that investors could lose some or all of their invested capital. The valuation has been arrived at by the Directors based on their knowledge of the market in which the Company operates and their assessment of the value of the Company's intellectual property and these are inherently uncertain. Unquoted equity investments have the potential for significant returns but should be considered as very high risk.

# RISK WARNINGS

## FINANCIAL SERVICES COMPENSATION SCHEME

The protections afforded by the Financial Services and Markets Act 2000 including recourse to the Financial Ombudsman Service and compensation entitlements under the Financial Services Compensation Scheme do not apply. All prospective Investors are strongly recommended to seek advice on the suitability of this investment.

## COMPETITION

Larger companies, in particular, may have access to greater financial resources and technical facilities than the Company, which may give them a competitive advantage. In addition, the Company cannot predict the pricing or promotional activities of its competitors or their effect on its ability to market and sell its services. In order to ensure that its services remain competitive, the Company may be required to reduce its prices as a result of price reductions by its competitors. This could adversely affect the Company's results. Potential competitors may establish cooperative relationships between themselves or with third parties to enhance their services. Accordingly, it is possible that new competitors or alliances among competitors may emerge and rapidly acquire significant market share. There is no assurance that the Company will be able to compete successfully in such a Marketplace.

## THE COMPANY'S OBJECTIVES MAY NOT BE FULFILLED

The ability of the Board to implement the Company's strategy could be adversely affected by changes in the economy and/or industry in which it operates. Although the Company has a clearly defined strategy and the Board is optimistic about its prospects, there can be no guarantee that its objectives or any of them will be achieved on a timely basis or at all. The Company's ability to attract new business is also dependent on the maintenance of its reputation.

## GENERAL ECONOMIC CLIMATE

The general economic climate is volatile and is affected by numerous factors which are beyond the Company's control and which may affect its operations, business and profitability. These factors include the supply and demand of capital, growth in gross domestic product, employment trends and industrial disruption, international economic trends, currency exchange rate fluctuations, the level of interest rates and the rate of inflation, global or regional political events and international events, as well as a range of other market forces, all of which have an impact on demand, business costs and stock market prices.

## FUTURE PAYMENT OF DIVIDENDS

There can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the directors and shareholders of the Company and will depend upon, inter alia, the Company's earnings, financial position, cash requirements and availability of profits as well as the provisions of relevant laws and/or generally accepted accounting principles from time to time. The Company has no plans to pay a dividend in the immediate future.

## MANAGEMENT AND EMPLOYEES

The future performance of the Company will depend on its ability to retain the services and personal connections or contacts of key executives and to recruit, motivate and retain suitably skilled, qualified and industry-experienced personnel. Although certain companies and individuals have entered into service agreements with the Company, the loss of the services of any such company/individual may have an adverse material effect on the business, operations, revenues, customer relationships and/or prospects of the Company.

## INTERNAL CONTROLS

Future growth and prospects for the Company will depend on its ability to manage the current business and to continue to expand and improve operational, financial and management information and quality control systems on a timely basis, whilst at the same time maintaining effective cost controls. Any failure to expand and improve operational, financial and management information and quality control systems in line with the Company's growth could have a material adverse effect on the Company's business, financial condition and results of operations.

## MARKET FOR SHARES

There is at present no listing or admission to deal on any recognised investment exchange for any shares in the Company although the Company may do in the future. Unquoted shares may be difficult to sell/ realise and there can be no certainty that market makers will be prepared to deal in them.

# RISK WARNINGS

## FORWARD-LOOKING STATEMENTS

Certain information contained in this Information Memorandum constitutes "forward-looking statements," which can be identified by the use of forward-looking terminology such as "assumed", "example", "illustrative", "may", "will", "should", "expect", "intend", "anticipate", "project", "estimate", "plan", "seek", "continue", "target", or "believe", or the negatives thereof or other variations thereof or comparable terminology, and include projected or targeted minimum returns to be made by the Company. Such forward-looking statements are inherently subject to material, economic, market and other risks and uncertainties, including the risk factors set out in the 'Summary' and 'Risk Factors' sections of this document and, accordingly,

Actual events or results or the actual performance of the Company may differ materially from those reflected or contemplated in such forward-looking statements. In addition, Investors should not place undue reliance on "forward-looking statements", which speak only as of the date of this invitation document. The investment offered in this document may not be suitable for all recipients of the document. As the Shares in the Company are currently unlisted/unquoted on a stock exchange, it will be difficult to obtain valuation information and information regarding the extent of the risk involved. There are often greater risks involved in unquoted shares than quoted shares/securities. The value of shares can go down as well as up and this could result in an Investor incurring a total loss of their Investment.

## DIVERSIFIED PORTFOLIO

Investors are reminded to maintain a balanced portfolio. Diversification by spreading your money across different types of investments should reduce your overall risk. Investors should only invest a proportion of their available investment funds via this instrument due to the high risks involved.

## RAISING WORKING CAPITAL TO FUND DEVELOPMENT AND CONSEQUENCES OF DOING SO.

The Company will need to raise further funds in the future in order to achieve its desired goals. There is no guarantee that the then prevailing market conditions will allow for such fundraising or that new investors will be prepared to subscribe for Ordinary Shares at the same price as the Placing Price, or at a different price. Shareholders may be materially diluted by any further issue of Ordinary Shares by the Company. If any of the risks referred to herein crystallise, the Company's business, financial condition, results, or future operations could be materially adversely affected.

In such a case, the value or price of its shares could decline, and investors may lose all or part of their investment. The investment detailed in this document may not be suitable for all of its recipients and involves a high degree of risk. Before making an investment decision, prospective investors are advised to consult a professional adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on investments of the kind described in this document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

## MARKETING MILESTONES

The Company has forecasted certain marketing milestones. If the marketing milestones do not come to fruition, then this could have an adverse effect on the value and performance of the Company and therefore the value of the Shares.

## TECHNOLOGY

There is a risk that new, more efficient and more cost-productive technology will be released by competitors forcing the Company out of the market.

## PERSONNEL

The Company's performance is dependent on the continued services and performance of Members of its Board and Senior Management Team and skilled personnel. If the Company does not succeed in retaining skilled personnel, fails to maintain the skills of its personnel or is unable to continue to attract and retain all personnel necessary for the development and operation of its business, it may not be able to grow its business as anticipated or meet its financial objectives which may have an adverse effect on the Company's business, results of operations, financial condition and/or prospects.

## MONEY LAUNDERING REGULATIONS

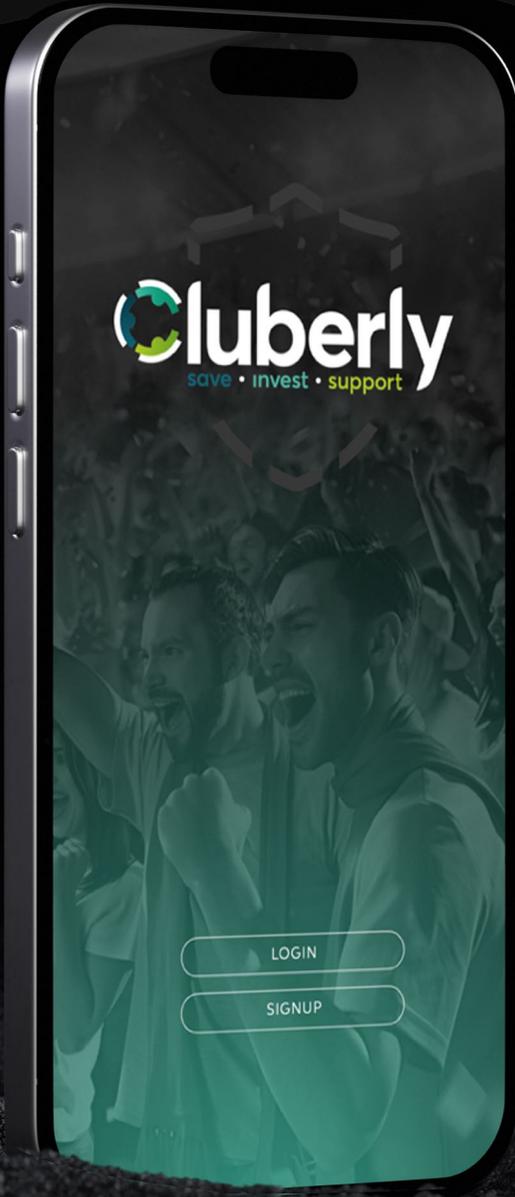
To ensure compliance with the Proceeds of Crime Act 2002, the Money Laundering Regulations 2017 and the Money Laundering, Terrorist Financing and Transfer of Funds Regulations 2017, the Company may, at its absolute discretion, require verification of identity from any subscriber for the Shares and without prejudice to the generality of the foregoing, in particular, where any person appears to be acting on behalf of some other person, verification of the identity of the person on whose behalf the subscriber appears to be acting may be required. If within a reasonable period of time following a request for verification of identity the Company has not received evidence satisfactory to it as aforesaid, it may, at its absolute discretion, reject any such application for Shares, in which event the remittance submitted in respect of that application for Shares will be returned to the relevant subscriber (without prejudice to any rights to undertake proceedings to recover any loss suffered as a result of the failure to.



save

**Cluberly**  
save • invest • support

Cluberly  
support



LOGIN

SIGNUP