

B4RN

Broadband for the Rural North Ltd, Station Yard, Melling, Carnforth LA6 2QY
Registration no. 31352R

Prospectus - Invitation to subscribe for shares in Broadband for the Rural North Ltd (trading as B4RN) - September 2017

The Society

Broadband for the Rural North Ltd (known as B4RN) is a registered society under the Co-operative and Community Benefit Societies Act 2014 (registration number 31352R).

Day-to-day operations are overseen by a board of directors who are answerable to the society's members.

B4RN's annual audited accounts and statutory returns are available to view on the Mutuals Public Register maintained by the Financial Conduct Authority (FCA).

The society aims to:

- Provide high speed broadband to domestic and business premises located in the rural areas of the UK, especially those areas which are poorly served by their current broadband suppliers;
- Promote the take up of broadband, the Internet and the use of ICT generally;
- Provide an opportunity for public-spirited people and organisations to contribute financially to the community, with the expectation of a social dividend, rather than personal financial reward.

As a community benefit society B4RN must operate for the benefit of its defined community rather than for the benefit of its members and shareholders. B4RN can pay interest on its shares but only at a level necessary to attract and maintain the investment needed to fund the network construction and operation. Any surplus funds must be used to benefit the community and not be distributed to shareholders.

B4RN's Network

Since 2011 B4RN has steadily developed a broadband network covering north Lancashire, south Cumbria and western North Yorkshire. As at the end of August 2017 the network is operational in 78 parishes covering nearly 1,800 km² with 3,500 connected properties, increasing at the rate of around 150 new connections per month.

The network now stretches from Goosnargh near Preston in the south, to Sedbergh in the north and from the Irish Sea at Silverdale to Ribbleshead in the Yorkshire Pennines.

B4RN

**Broadband for the Rural North Ltd, Station Yard, Melling, Carnforth LA6 2QY
Registration no. 31352R**

We have also recently started operations in East Anglia with a number of parishes opting to join B4RN and kick off local builds. Work is also underway with groups of volunteers in Cheshire West and the Allen Valleys area of Northumberland to add their parishes to the B4RN network. We are getting considerable interest from other community groups throughout the UK wishing to join us.

Cost of building the network

The cost of building the originally planned network, leasing fibre from Telecity in Manchester and installing the necessary equipment was estimated to be c£3.5m. Most of the original network planned in 2011 has now been completed. This was funded via £1.4m of shares with £1.3m of loans and volunteer effort from within the community.

B4RN is now in a new phase of adding additional parishes and areas in response to requests to expand the network. Each expansion needs to be funded by the new communities via the purchase of new shares. New parishes can be contiguous with the core B4RN network or anywhere in the UK so long as we are able to find ways of providing network links to them from our core and of course each parish has to be self-funded no matter where they are.

Investment and membership of B4RN

Each B4RN share has a nominal value of £1. The minimum shareholding is £100 and anyone purchasing shares becomes a member of B4RN and is entitled to vote at general meetings and become involved in the strategy of the society. The maximum shareholding is £100,000 worth of shares. As a community benefit society, a member is entitled to one vote at general meetings irrespective of the number of shares they own.

Withdrawal of investment

All shares are “withdrawable shares” and can only be sold back to B4RN. They have no potential for capital gains and will only be redeemed at face value. For the first three years the investment cannot be withdrawn nor will any interest be paid. From year 4 and onwards annual interest will be paid at a rate which will be determined by the board after taking into account the financial position of the society and FCA rules. At present the target rate is 5% which is paid in the form of additional shares credited to the investor’s account.

From year 4 onwards investors may apply to withdraw their investment. B4RN intends to put aside an amount each year to fund these withdrawals, however the amount available will be subject to the society’s trading position and will be at the discretion of the directors, so there is no guarantee that there will be sufficient funds put aside in a particular year to meet all demands for withdrawal.

B4RN

**Broadband for the Rural North Ltd, Station Yard, Melling, Carnforth LA6 2QY
Registration no. 31352R**

First priority will be given to those investors wishing to withdraw the interest payments they have received in the year. These will always be paid if requested.

Any remaining requests will be handled on a first come, first served basis until the withdrawals fund is exhausted.

B4RN estimates being able to redeem all outstanding shares by 2027 if investors wish to redeem their shares.

Clearly there are risks associated with buying these shares given that they are withdrawable only and this is subject to the society's financial position and the decisions of the directors. You may feel it appropriate to take professional advice before investing.

Enterprise Investment Scheme (EIS) - tax relief for investors

The rules surrounding the issue of B4RN shares are designed to be compatible with HMRC's Enterprise Investment Scheme which gives a 30% tax relief against the value of the shares purchased. B4RN has submitted full details of the share scheme to HMRC and has received a pre-approval certificate confirming eligibility for EIS relief.

Applicants who wish to take advantage of the EIS scheme need to indicate this on the application form at the time of investing and B4RN will then complete the HMRC EIS3 form for investors to return to HMRC with their annual tax return. To qualify for EIS relief the investor must have paid sufficient tax to cover the claimed tax relief in either the current or previous tax year.

Please note that investors who are 'connected' to Broadband for the Rural North Ltd may not be eligible for EIS relief. 'Connected' for EIS purposes means B4RN's directors, employees and their associates (business partners, spouses or civil partners, parents, grandparents, children and grandchildren). 'Connected' for EIS purposes does not mean being a customer of B4RN.

More details about the EIS scheme can be found in the EIS Guidance helpsheet HS341 at www.gov.uk.

Larger Investors

Those investors purchasing at least £1,500 worth of shares will be able to designate a property within the B4RN coverage area which B4RN will connect without payment of the £150 connection charge.

Investors taking advantage of this offer should be aware that they will be considered to be receiving value equivalent to this amount from B4RN against the purchase of shares. HMRC will therefore take this value into account when calculating any EIS tax relief due. You may

B4RN

**Broadband for the Rural North Ltd, Station Yard, Melling, Carnforth LA6 2QY
Registration no. 31352R**

wish to discuss this with your financial advisor. Investors from outside of our coverage area will not be able to receive this free connection and will be able to claim the full tax relief. Investors wishing to buy more than 1,500 shares can take advantage of this offer for each complete 1,500 purchased. They can either designate additional properties themselves for free connection or leave it to the directors to identify cases which might need support getting online. B4RN will assume the investor's home address to be the property designated for free connection unless told otherwise. This incentive is subject to review by the directors and may be cancelled in the future, reflecting the steady lowering of the risk profile of B4RN and hence the reduced need to offer incentives to invest. However once shares are bought, the benefits offered at the time of purchase would apply irrespective of how long before the property is actually connected.

Shares application form

B4RN publish two versions of the application form (one for individuals, one for organisations). Investors will need to fill out the appropriate one, sign it and return it to B4RN.

Application forms are available to download from the B4RN website: www.b4rn.org.uk or by emailing info@b4rn.org.uk.