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The requirements to be met for an individual to qualify as a self-certified sophisticated investor are set out in art. 50A The Financial Services and Markets Act 2000 (Financial Promotion) 2005 and you must sign a statement to confirm that you qualify. To be a self-certified sophisticated investor at least one of the following must apply:

- a) You must be a member of a network or syndicate of business angels and have been so for at least the last six months prior to the date of certification; or
- b) You have made more than one investment in an unlisted company in the two years prior to the date of certification; or
- c) You are working, or have worked in the two years prior to the date of certification, in a professional capacity in the private equity sector, or in the provision of finance for small and medium enterprises; or d) You are currently, or have been in the two years prior to the date of certification, a director of a company with an annual turnover of at least £1 million.

The requirements to be met for an individual to qualify as a certified high-net-worth investor are set out in art. 48 The Financial Services and Markets Act 2000 (Financial Promotion) 2005 and you must sign a statement to confirm that you qualify. To be a certified high-net-worth investor at least one of the following must apply:

- a) You have had during the financial year immediately preceding the date of certification, an annual income to the value of £100,000 or more; or

- b) You have held, throughout the financial year immediately preceding the date of certification, net assets to the value of £250,000 or more. Net assets for these purposes do not include:
  - (i) The property which is your primary residence or any loan secured on that residence; (ii) Any rights of mine under a qualifying contract of insurance within the meaning of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001; or (iii) Any benefits (in the form of pensions or otherwise) which are payable on the termination of your service or on your death or retirement and to which you are (or your dependents are) or may be, entitled.
5. All prospective investors must consider carefully whether an investment in the Company is suitable for them in light of their personal circumstances and financial resources. To assist in this consideration, prospective investors are encouraged to seek specialist independent financial advice from a financial adviser authorised under FSMA before making any investment decision.
6. The Company has taken reasonable care to ensure that all the facts stated in this Promotion are true and accurate in all material respects and that there are no other material facts or opinions which have been omitted which would make any part of this Promotion materially misleading
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# INTRODUCTION



*Cluberly is a software development company that is developing a subscription-based savings and investment app that allows users to choose between established and proven investment portfolios whilst financially supporting the users' chosen clubs or charities.*

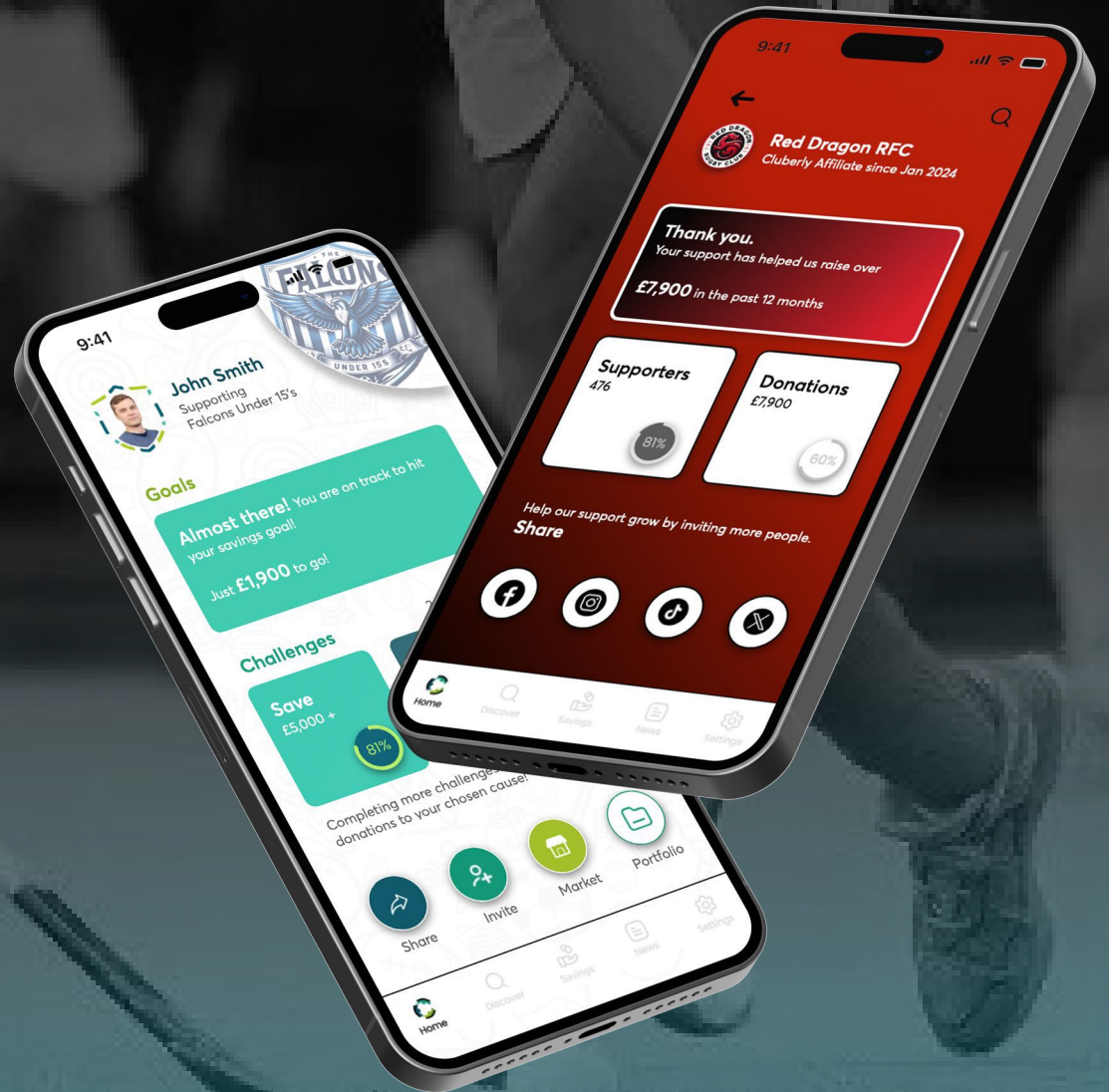


# COMPANY PROFILE

Cluberly is delighted to unveil its innovative savings application, due for launch in January 2025. The app is uniquely designed to enable users to save and invest whilst donating funds to their nominated clubs, charities or schools.

Cluberly is in the process of securing £2 million in investment, spread across two funding rounds. We have successfully completed the seed round which has been channelled into the Cluberly app's development, while the current round will underwrite operational and marketing expenditure for the next twelve months.

Post-launch, Cluberly plans to engage in annual fundraising, through debt or equity, to finance our marketing strategy and facilitate the continuous development of the app. With the successful acquisition of funding, we have set our sights on attracting 500,000 users and managing over £1 billion in savings within five years. These targets underpin our projected valuation of £150 million.



# THE MARKET

The market for savings apps is expanding rapidly and shows no signs of slowing. Looking forward, it is anticipated that in the next decade, the majority of the UK's savings-capable population will embrace mobile technology for financial management. Cluberly is strategically positioning itself within this evolving landscape, aiming to become a recognised name in a market increasingly driven by self-investing and digital financial management.

Cluberly's strategy is clear-cut. We offer services comparable to other market competitors but at the same or lower cost. Our unique charitable framework is what will draw users to choose Cluberly.

We've asked numerous people a simple question: 'Would you sign up for an app that also supports a school, charity, or club of your choice?' The response has been unanimously positive. People not only prefer Cluberly for its support of worthy causes but are also more inclined to refer others, knowing it helps the causes they care about.

|  | SUBSCRIBERS | VALUATION |
|--|-------------|-----------|
|   | N/A         | £5.6M     |
|   | 1M          | £200M     |
|   | 1.5M        | £150M     |
|  | 3M          | £300M     |

# WHAT SETS CLUBERLY APART



## LOW MARKETING COST

Our referral process creates a multiplier effect, leading to an approximate 50% reduction in marketing costs.



## CAUSE FOR GOOD

Cluberly is the first company in history to pledge to donate 50% of their revenues to good causes.



## MARKETING DREAM

Every time we release funds to a good cause, we create more media attention; more coverage equals more subscribers.



## HIGH RETENTION RATE

Due to subscriber loyalty to their chosen causes, we can expect a very high retention rate, combined with thousands of people looking to switch to our platform.



## REDUCED COST MODEL

Unlike our rivals, Cluberly is operating a unique partnership model that reduces operating costs and, more importantly, gives us the scope to expand internationally with ease.



## A PROVEN MODEL

Cluberly isn't entering uncharted territory. We know this model works; we are simply looking to replicate what our rivals have done but better.

## HOW IT WORKS

Cluberly simplifies the art of saving and investing. With a starting point of just £1, users can effortlessly build their savings. Our everyday round-up feature transforms daily purchases into savings opportunities, rounding up to the nearest pound and saving the difference.

We pride ourselves on affordability, offering services at a cost that undercuts our main competitors. At Cluberly, we cater to diverse financial goals and risk tolerances.

Users have the option to choose from a range of model portfolios, each meticulously designed for specific investment objectives. Whether it's immediate saving solutions, ISAs, or SIPP, everything is accessible with a simple click. Adding to our innovative offerings, Cluberly introduces branded debit cards. These cards are not only perfect for club-related expenses but also ideal for parents seeking a convenient, preloaded debit card solution for their children.



# CLUBERLY STRATEGY

The strategy is straightforward, and so is the mathematics behind it. For every 100 new users, Cluberly anticipates that about 5% will invite five friends each. This referral process creates a multiplier effect, leading to an approximate 50% reduction in marketing costs.

Cluberly plans to harness the eagerness of its users to refer friends, thereby amplifying support for their chosen causes. By helping spread the word further, Cluberly offers vital support to clubs, encouraging them to promote to their fan base. The savings achieved in marketing costs through user referrals and endorsements from clubs, charities, and schools enable Cluberly to donate 50% of its charged fees.





# MEET THE TEAM



**KEVIN LONDON**

*Founder & CEO*

Kevin London is the Founder and CEO of Cluberly, bringing over 20 years of experience in technology and business management. He began his career at SunGard, supporting top-tier financial institutions like Deutsche Bank and Morgan Stanley.

Kevin has successfully built and sold a managed services provider and invested in multiple SaaS ventures. At Cluberly, Kevin leads with a focus on operational excellence, innovation, and delivering exceptional client experiences.



**DARREN DACKOMBE**

*CSO*

Darren Dackombe serves as Chief Security Officer at Cluberly, with over 25 years of experience in financial services, IT security, and risk management. He holds senior roles within finance and IT, specialising in cybersecurity and risk protocols.

At Cluberly, Darren oversees IT security strategy, ensuring the protection of digital assets and client data, and building secure, scalable systems to support the company's growth.



**JOHN LEWIS**

*CFO*

John Lewis, Chief Financial Officer at Cluberly, has over 20 years of experience in finance and technology, having held senior roles at Amazon UK and Hewlett Packard. He specialises in aligning financial strategy with business goals, ensuring sustainable growth.

At Cluberly, John manages budgeting, forecasting, and financial operations, integrating technology to support the company's expansion while maintaining financial discipline and long-term profitability.



**LEWIS MUTTON**

CTO

Lewis Mutton is the Chief Technology Officer at Cluberly, leading the company's technological development. With over a decade of experience in fintech and software engineering, Lewis has built innovative platforms and mobile apps that push the boundaries of technology.

At Cluberly, he is responsible for overseeing technical strategies, ensuring that the company delivers secure, cutting-edge solutions to meet the needs of its clients.



**ELLIOT STROUD**

CCO

Elliot Stroud is the Chief Commercial Officer at Cluberly, with over 25 years of experience in commercial partnerships and business development. Having held senior roles at Leeds United FC and Wakefield Trinity RLFC, Elliot is an expert in sponsorship strategies and creating long-term partnerships.

At Cluberly, he is responsible for expanding commercial opportunities and growing the company's network of business relationships.



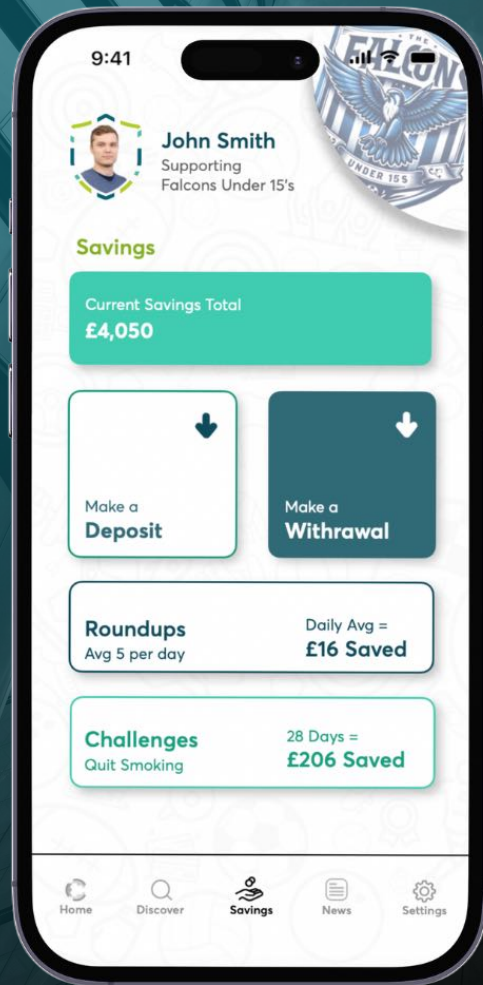
**STEVE NORTON**

*Marketing Director*

Steve Norton brings over 30 years of experience in sports marketing, sponsorship, and athlete representation to his role as Non-Executive Marketing Director at Cluberly. A former footballer, Steve has worked with leading global brands and athletes, including Steffi Graf and Seve Ballesteros.

At Cluberly, Steve oversees marketing strategy, leveraging his expertise to create impactful campaigns and strengthen the company's brand presence.

# FINANCIAL FORECASTS



To maximise profits, it is crucial to minimise costs and streamline operations. Cluberly has adopted a strict mode of operation, which includes capping salaries, offering incentives through options, and maintaining rigorous money management practices.

To verify the accuracy of cost calculations, Cluberly has engaged external consultants to estimate development expenses and evaluate fund utilisation, minimising the risk of overspending. The company will also generate monthly management statements, ensuring that expenditure is meticulously monitored and managed by an independently appointed Chief Financial Officer (CFO).

### 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 five years.

|                    | Dev Year | Year 1  | Year 2  | Year 3  | Year 4    |
|--------------------|----------|---------|---------|---------|-----------|
| Users              | 20,496   | 73,520  | 126,720 | 179,920 | 233,120   |
| AUM<br>£'000       | 11,340   | 109,220 | 313,074 | 622,903 | 1,038,707 |
| Revenues<br>£'000  | 143      | 1,730   | 3,797   | 6,080   | 8,580     |
| Costs<br>£'000     | 2,069    | 3,345   | 4,427   | 5,530   | 6,656     |
| EBITDA<br>£'000    | -1,925   | -1,615  | -629    | 549     | 1,924     |
| Valuation<br>£'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 five years.

|                    |        |         |         |         |           |
|--------------------|--------|---------|---------|---------|-----------|
| Users              | 25,591 | 103,715 | 182,355 | 260,995 | 339,635   |
| AUM<br>£'000       | 13,068 | 147,871 | 439,324 | 887,429 | 1,492,184 |
| Revenues<br>£'000  | 162    | 2,375   | 5,329   | 8,766   | 12,441    |
| Costs<br>£'000     | 2,078  | 3,714   | 5,262   | 6,941   | 8,602     |
| EBITDA<br>£'000    | -1,916 | -1,339  | 66      | 1,825   | 3,838     |
| Valuation<br>£'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 five years.

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

# THE EQUITY OFFER

Having successfully raised £500,000 of initial seed capital, we are now commencing our second round of funding to secure the final £1,500,000. This funding will be used to bring in specialist personnel and implement a structured marketing campaign to secure our first 20,000 users.

Ordinary shares are available at £0.56 with a minimum subscription of 50,000 shares.

Cluberly has already secured EIS approval from HMRC, which reduces risk and tax liabilities for qualifying individuals.



HM Revenue  
& Customs

## KEY INVESTOR BENEFITS

1. **Income Tax Relief:** Investors can avail 30% income tax relief for EIS investments.
2. **Capital Gains Tax Exemption:** There are no capital gains taxes on the disposal of SEIS or EIS shares.
3. **Capital Gains Tax Deferral Relief:** Investors can defer capital gains realised on the disposal of other assets if reinvested into EIS shares. There is no limit to the amount an investor can defer.
4. **Loss Relief:** Should the EIS investment fail, the net loss exposure could be as low as 38.5 % of the investment
5. **Inheritance Tax Relief (IHT):** Investments can qualify for 100% relief from IHT, provided the shares are held for more than two years.

To ensure the highest standards of corporate governance and security for investors, Cluberly has appointed Whitehawk Corporate Services as its corporate officer and security trustee.

# EXIT STRATEGY

Securing a high future valuation is the primary goal for most investors, with many venture capitalists aiming for a 20-fold return to deem an opportunity worthwhile. The potential for significant growth makes Cluberly an attractive prospect for investors.

With the successful acquisition of funding, Cluberly is targeting 500,000 users and managing over £1 billion in savings via the app within five years. This user and savings target underpins our projected valuation of £150 million.

Cluberly is committed to conducting annual funding rounds, providing our early investors with flexible options. These investors will have the opportunity to either exit their investment early or increase their stake in the company. Looking ahead, after five years, our strategic goal is to either take Cluberly public through a listing or facilitate the sale of the company to a larger investment or banking organisation.

# RISKS

An investment in shares involves investment risk. Risks associated with the shares are set out in the Risk Factors below. Nothing in this document shall be construed as the giving of investment advice by the Company or any other person. If you are in any doubt as to whether to invest in the shares described herein, you should consult an independent financial advisor who is qualified to advise on investments of this nature. The financial forecasts in this document are purely speculative, although based on research and discussions with experienced professional advisors, and are believed to be achievable by the Directors of the Company.

## RISK FACTORS

The opportunity described in this Promotion may not be suitable for all recipients of this document. Before making an investment decision prospective Investors are strongly recommended to consult their investment adviser who should be authorised under the Financial Services and Markets Act 2000 and who specialises in investments of this kind. A prospective Investor should consider carefully whether an investment in the Company is suitable in light of their personal circumstances and the financial resources available to them.

Although all reasonable steps will be taken to mitigate risks, the industry can be risky and there is no certainty that Investors will get back the amount they have invested.

**The principal risk factors in the Company include, amongst other things, the following:**

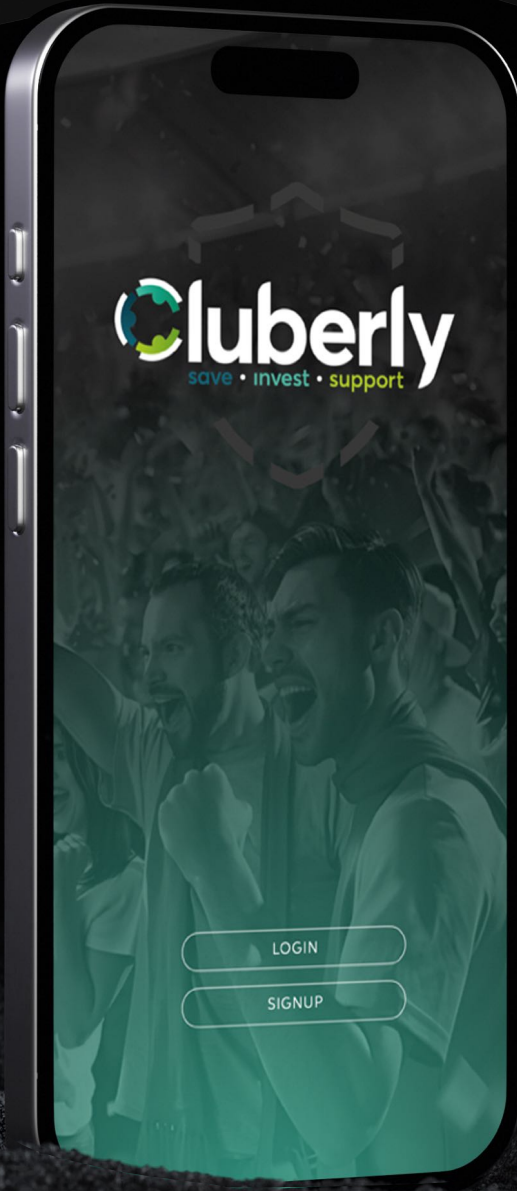
- The Company has a small management team and the loss of a key individual could affect the Company's business.
- The Company will be operating in a competitive industry where the commercial risks are high.
- The Company may, due to unforeseen events or unexpected circumstances, require further funds to commence or complete business objectives. Failure to raise any such additional funds may adversely affect the Company's revenues
- Costs from the international purchase of goods are normally denominated in local currency, therefore subject to currency risk
- Agreements may contain "force majeure" clauses, which may enable the relevant party to terminate or suspend the agreement in certain circumstances, which are outside the control of the parties.
- The Company has been EIS approved by HMRC although the scheme rules may be changed by HMRC at any time
- The Company has not been structured to generate immediate gains and Investors will need to be prepared to take a medium to long-term view of an investment. Prospective Investors should be aware that investment in unquoted shares carries higher risks than investment in quoted shares and may be difficult to realise and proper information for determining their current value may not be available.
- The value of shares may go down as well as up. Accordingly, an Investor may realise less than their original investment or none at all.
- Future fundraising rounds may dilute the percentage of shares held by individual Investors.



save

**Cluberly**  
save • invest • support

Cluberly  
support



LOGIN

SIGNUP