

Invest in me!

**Community share offer
for 34—36 Union Street**



**Nudge Community
Builders 2021**





A letter from the building...

**Dear reader,
You might have known
me as the Majestic,
The Warehouse,
Millennium, Oz,
The Boulevard,
The Studio, Sergeant
Peppers, Blondes,
Munroes, Top Rank or
my original name —
The Gaumont Palace.**

**— You may not know
me at all...**

... I have been standing pretty much empty for 15 years. Back in the 1930s when I was built I was filled with nearly 2000 people, built to the highest standards and made a big change to the street. My new owners are determined that I make that impact again for the local area and future generations.

—— To help make that happen here is an opportunity to invest in Nudge Community Builders. They share ownership of me with Eat Work Art. Between them they have the skills to bring me back to life for many years to come.

I have so much to offer the city and the local community so, if you can, please take a look through this community share offer, invest, and play a part in making that happen.

—— I am looking forward to being filled with local people working, connecting, playing music and enjoying themselves again.

**Love from
34-36 Union Street x**

P.s - I have had many names. Every generation refers to me by a different name. Call me what you like for now and we'll decide together.



You are invited to invest in Nudge Community Builders to support them to bring 34-36 Union Street back into use for lasting local benefit.

We aim to breathe life into the Millennium building once more and further elevate Plymouth’s arts and culture scene on a national scale. We will do this by creating an outstanding venue that attracts a vast network of creatives keen to perform, create and make use of the various spaces in inspirational ways. We will manage the development of this magnificent building in a way that draws creative talent to the area, creates job opportunities for local people, students and professionals so that we contribute to our local community and the city ambitions.

A little bit about Nudge
Nudge is a Community Benefit Society created and run by local residents living in Stonehouse, Plymouth. We are making Union Street a street the whole world loves.

In four years we have made a real visible difference to the street, running The Clipper, The Plot, Union Corner and lots of pop-up street activity and support in response to local need.

Working together with lots of people and organisations in our community we have created jobs, spaces for people to live, work and enjoy in ways that did not exist on the street before.

At the heart of everything we do is collective ownership and collaboration - together we can create lasting change that directly benefits our community, the economy and the environment in a way that works best for local people.

About Community shares
If you are new to the idea of community shares it’s a great way to support things to happen in your community. You invest your money in a social enterprise that puts your money to good use, and you get a return on your investment as well as a social return to the local community.

Community shares is a user-friendly name for withdrawable, non-transferable share capital, which is unique to co-operative and community benefit societies.

- Since 2012, £155m has been raised by 104,203 people to support more than 440 businesses.
- 92% of businesses that have raised finance with community shares are still trading.

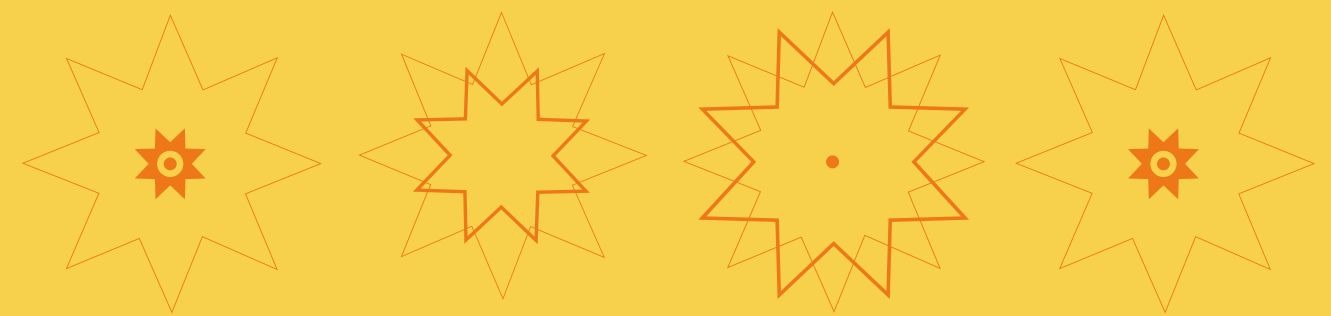
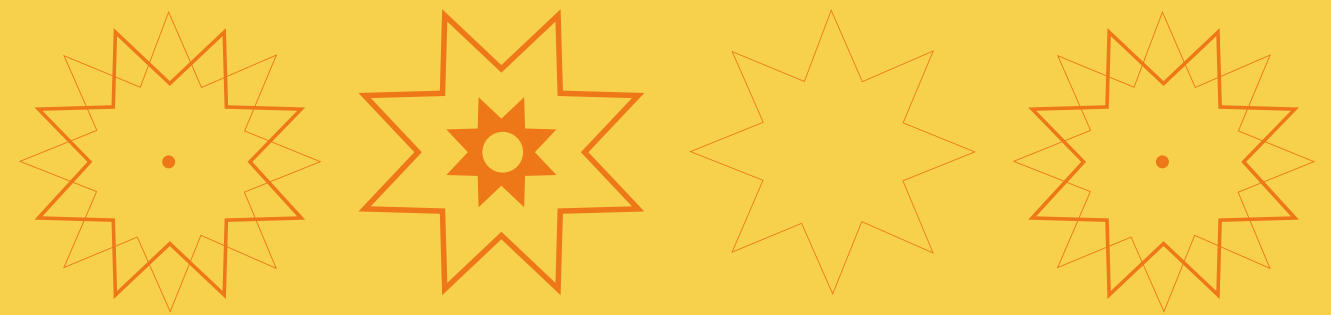
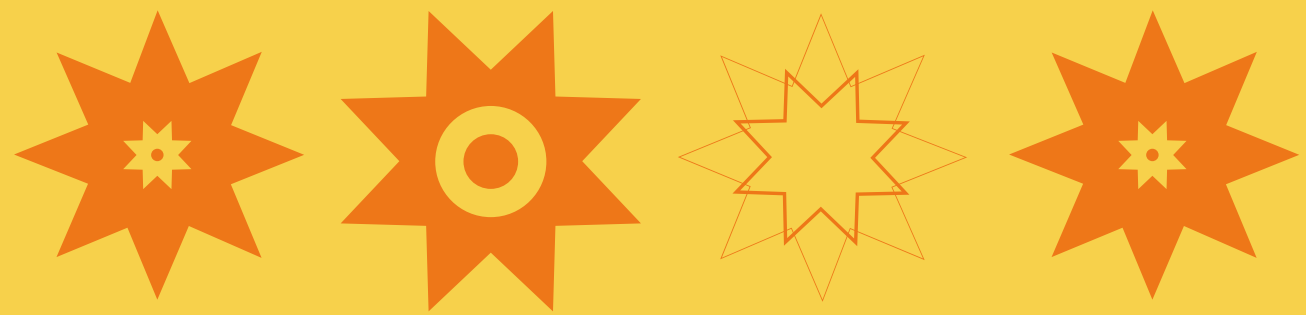
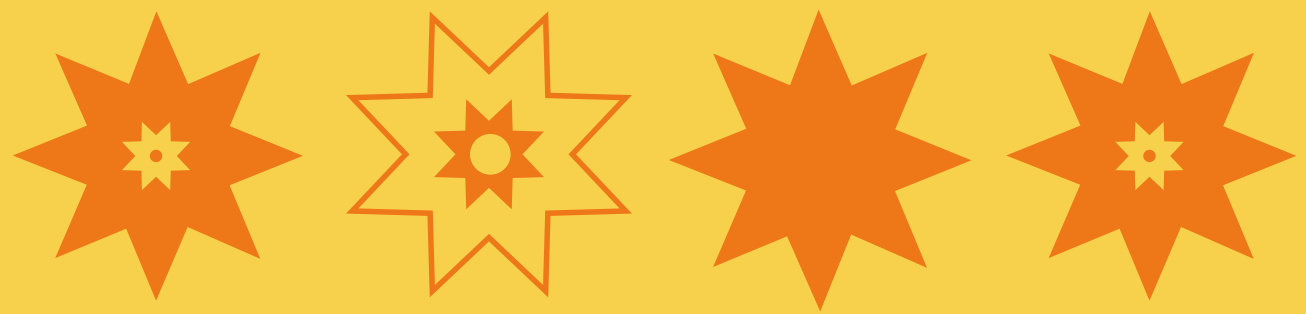
‘Understanding a maturing community shares market’
Report published Co-ops UK in 2021



Share offer summary

Optimum target	£500,000
Minimum target	£285,000
Maximum target	£520,000
Individual investment maximum limit	£70,000 (including any previous investment in Nudge)
Minimum investment	£50
Community Share raise dates	11 October – 6 December (8 weeks)
Expected return	3.6% payable from November 2022
Withdrawal after 3 years	Up to £50k per year (or 10% of share capital raised) on a first come first served basis from

‘You get a return on your investment and make something special happen in our community’



Our track record with finance, investment and members

In 2018 we ran a share offer on The Clipper. We raised £206,000 from over 150 investors who automatically became members of Nudge. We have managed The Clipper in a way that has enabled us to pay out up to 3.6% to shareholders and we are on track to pay back investors as promised.

At the time we said; 'We are testing out a process of bringing buildings back into use and plan to learn from this and use it as a model to buy more problem buildings in our community.'

That is exactly what we have done. Shareholder members have had the opportunity to come to our AGM, stand for the board and have been invited to participate in day to day activities in our buildings.

We have also recognised the complexities of bringing investment into a street like ours and that there is room for different collaborative ways of doing this. This led to buying this building in partnership with Eat Work Art.

Nudge has been on a journey since buying our first building, The Clipper in 2017. The figures below, show our actual income (including traded income, grants and government support) expenditure, community share and interest payments and profit and are from our unaudited accounts, prepared by our accountants (Francis Clark LLP) and filed with the FCA for March 2018 - March 2021. (Please note our accounts have yet to be signed off at our AGM at time of launching this offer and therefore might change.)

The loss shown in year 1 was due to paying business rates that were later refunded in 2019 and in 2020 we had an unanticipated large utilities bill at the year end.

We had £130,841 in our bank account at the end of our financial year in 2021.

	2018	2019	2020	2021
Income	<u>19,320</u>	<u>22,343</u>	<u>35,565</u>	<u>57,642</u>
Grants	<u>16,762</u>	<u>118,499</u>	<u>143,701</u>	<u>308,140</u>
Expenditure	<u>44,111</u>	<u>126,000</u>	<u>176,191</u>	<u>267,539</u>
Interest	<u>680</u>	<u>2,913</u>	<u>4,680</u>	<u>9,534</u>
Profit	<u>-8,018</u>	<u>11,832</u>	<u>-1,605</u>	<u>66,647</u>

The figures below show our projections based on our experience up to financial year end March 2025. (2021 accounts are being prepared by our accountant for submission at the end of October 2021, the figures may change once these have been produced and will be available as a separate document to view with this share offer.)

The increase in our profit in 2022 is due to new tenants moving into The Plot, it also reflects the number of government grants that were available during lockdown which enabled us to subsidise lost traded income.

The rise in profit during 23 - 25 is due to the Millennium building; we expect to lease the ground floor during 2022, with the mezzanine and auditorium in 2023 - 2025 and from 2026 we anticipate the roof space would be generating an income and increasing profit margins.

Summary finances

	2022	2023	2024	2025	2026
Consultancy	<u>28,000</u>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>	<u>30,000</u>
Traded income	<u>66,000</u>	<u>66,000</u>	<u>66,000</u>	<u>66,000</u>	
Millennium income	<u>6,500</u>	<u>84,510</u>	<u>161,221</u>	<u>218,971</u>	<u>247,591</u>
Grants	<u>282,500</u>	<u>208,000</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>
Expenditure	<u>369,267</u>	<u>355,567</u>	<u>305,867</u>	<u>337,867</u>	<u>339,867</u>
Community share interest	<u>7,683</u>	<u>25,148</u>	<u>25,337</u>	<u>23,730</u>	<u>23,928</u>

	Financial year ending			
	31/03/18	31/03/19	31/03/20	31/03/21
Share capital				
Opening balance	8	8	206,750	203,500
New share capital added during year	0	206,742	0	4,928
Share capital withdrawn during year	0	0	3,250	0
Closing balance	8	206,750	203,500	208,428

In the table to the left, you see how much share capital we had invested in 2019 and how the capital pot changed over time. We added new share capital in 2021 because people wanted to re-invest their dividend back to their original investment.

Our share capital decreased in 2020 by £203,500 following an ad-hoc request for capital to be returned, our Board decided due to the change in circumstances that we would repay the capital.

Balance sheet information	31/03/18	31/03/19	31/03/20	31/03/21
Fixed assets	126,606	155,749	253,965	697,300
Net current assets	45,306	114,815	241,709	306,036
Long-term (12 month+) Debt	(94,930)	(60,000)	(36,000)	(24,000)
Share capital	8	206,750	203,500	208,428
Cumulative profits and loss	(8,018)	2,674	352	67,042

Society funds

A snapshot of our financial position since starting is given to the left.

This shows our fixed assets, net current assets, our debt, share capital and our retained profit or losses.

Who we are

The Nudge board is an eclectic mix of local business people, experts in renovating buildings, tackling issues that affect our community and generally all round passionate local people. They worked collectively on the vision and priorities for Nudge to make sure that we keep on track.

Our staff team

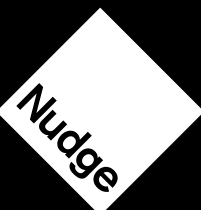
We have a team of five full time staff (including Hannah and Wendy) plus a part time book keeper. They look after our four buildings and all the activity we make happen in them and on the street.

Our staff team have been recruited with our values and impact in mind.

This means we:

- prioritise local people for interview
- employ people with direct experience of living or having lived in our community
- put in place additional support to enable them to thrive recognising they may have additional barriers to work.

It is vital that the Nudge team reflects our local area so that we continue to be an organisation that local people connect with.



Board members

Mary Embleton (Chair)

Mary is a local GP and resident. She was born and raised in Plymouth. Mary is part of Nudge because she believes it can make a difference to the wellbeing of local people with its approach to community change and involvement.

Sue Johns

Sue is a local resident with a background in energy efficient construction. She created a local garden in her community and brings a brilliant mix of professional regeneration experience alongside an understanding of the challenges in creating sustainable projects in our community.

Patrick Knight

Patrick has a long track record in Economic Development at Plymouth City Council including being key to the success of the City Centre and Waterfront Business Improvement Districts.

Andi Higginson

Andi is a big believer in 'sharing' spaces and facilities and works with people who are physically disabled and who may have learning difficulties. He has worked within the arts as a dance practitioner and is interested in how living spaces can create better health for everyone.

Kitty McEwan

Kitty is a Stonehouse-based illustrator and comic artist studying at Plymouth College of Art. She is the creator of the comic strip The Stonehouse Detectives, and also curates the Plymouth Zine Library, she also leads the Plymouth branch of Laydeez Do Comics.

William B Milon

Will lives locally and loves technology. He is a freelance developer, creating websites for businesses, teaching people how to use technology, and working together with the local community on how we can use technology to bring people together.

Wendy Hart

(Founder and Co-Director)

Wendy is a local resident with professional experience in housing and community development. For many years she was a senior manager for a housing association leading on housing improvements in key regeneration areas in the city. She has an amazing ability to connect with communities and supporting local people who want to make things happen. She is a powerhouse of passion for the local area, has fantastic links with local businesses.

Hannah Sloggett

(Founder and Co-Director)

Hannah is a local resident who is nationally recognised for innovation and community engagement she managed whilst working as Neighbourhood Planning Manager at Plymouth City Council. Previously she led on audience development programmes at Plymouth City Museum, the Ragged School Museum and the Science Museum in London. She loves finding creative ways forward with tricky challenges, she is passionate about communities finding their own solutions.

Who are Eat Work Art?

Eat Work Art is renowned for transforming disused spaces into vibrant communities, inspiring a host of creative businesses to thrive and grow. They have become leaders in creative placemaking since 2009, with well known ventures including Netil House, Hackney Downs Studios and Old Paradise Yard. They are currently revitalising Alma Yard in the East End of Plymouth.

Over 800 artists, musicians, craftspeople and entrepreneurs call Eat Work Art's enriched workplace community, home.

About Alma Yard

A revitalised rope factory, Alma Yard is comprised of a series of buildings dating back to the mid 19th century. Nestled in the heart of the East End, a stone's throw from the Barbican and City Centre, it is fast becoming home to a community of creatives drawn to Plymouth's burgeoning arts scene and relaxed pace of life. Located on an iconic coastal rise, the site's period features such as an original car lift are illuminated by streams of natural light and lofty spaces. These unique facets enrich the studios and workspaces, becoming the backdrop to this new and inspiring Eat Work Art location.

With ambition to offer up-to 80 studios at the end of development, it's currently offering studio spaces and curating meanwhile uses, from food trucks, to installations and workshops.

Together we have a fantastic mix of skills, resources and connections to make this project work in a way that is resilient, viable and sustainable. Eat Work Art will bring their own investment to the building and if you invest, you will be supporting Nudge to bring theirs.

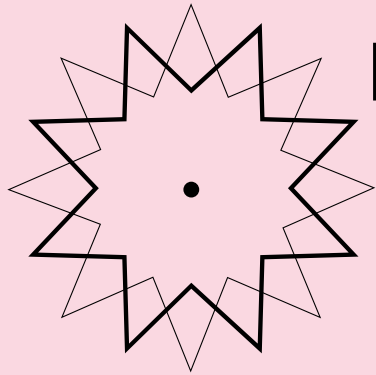
Eat Work Art —





PUSH BAR TO OPEN

WHAT'S THE PLAN?



What's the plan?

The existing auditorium will be repaired and sympathetically renovated, being careful to retain the layers of history reflected in the building fabric. This is capable of providing a circa 1500no. capacity music venue (something which Plymouth sorely lacks).

The main ground floor space will be repaired and servicing provided to allow for local independent businesses with a focus on suitable commercial uses that complement the wider ambitions for the building and create local jobs.

The front portion of the ground floor will be given over to public-facing uses, such as independent makers or a public art gallery and servicing the wider building with toilets etc.

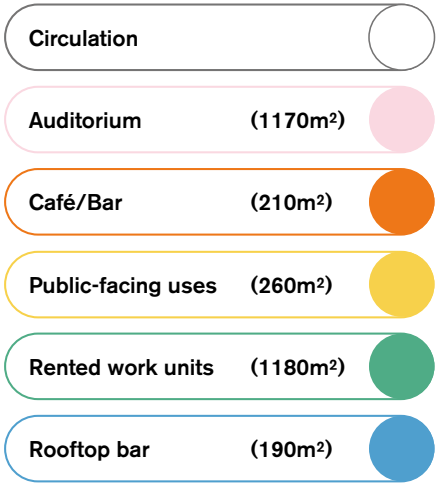
The first floor ancillary space is ideally suited to daytime use as a café, serving both public and tenants renting the work-spaces below; whilst in the evening this would become a bar that serves the main auditorium.

The top floor is linked to the café space via the southeastern staircase and so could form part of the same use, alternatively it could offer an opportunity for a landmark venue.

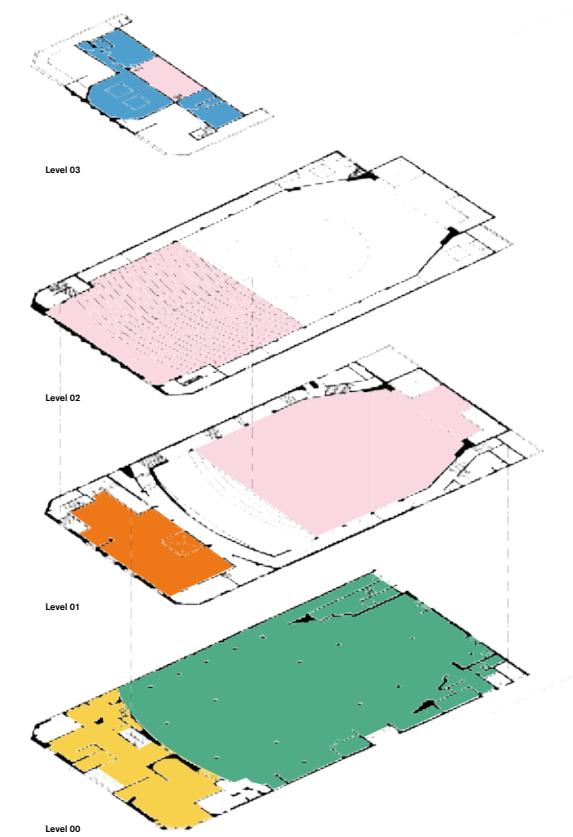
Environmental impact

We know we need to play our part in developing buildings that respect and contribute to the environment now and for future generations.

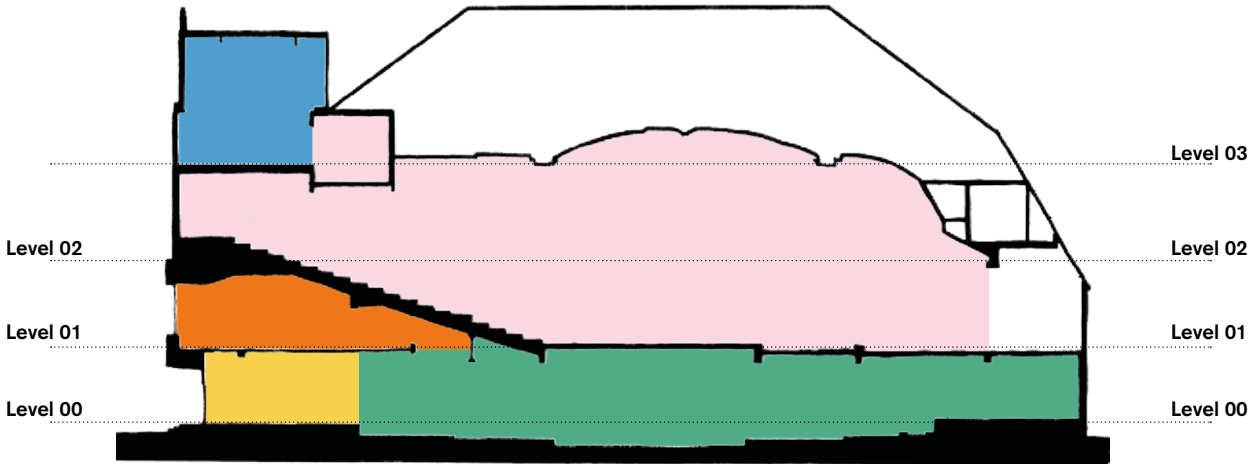
We plan to integrate a number of environmental initiatives including the potential of rainwater harvesting, introducing net biodiversity gain using the roof and open spaces and exploring ways to make the building as energy efficient as possible with support from Low Carbon Devon and Plymouth Energy Community. We will also encourage people to travel to the building by walking, cycling and public transport by making provision to make this as easy as possible.



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Phase 1: The ground floor 2021-2022

The focus is providing a cost effective and simple fit out of the ground floor so that it can be occupied for letting. Uses are likely to be semi industrial or businesses that can meet their needs without compromising wider ambitions for the building.

This will see a shell & core development of the ground floor space, with external entrances to self-contained units around the perimeter of the building.

This phase of the development will include surveys and appraisals to effectively space plan and budget for the letting opportunities, with minimum work which could be easily reversible. Alongside this we will deliver on permanent access and safety strategies that set us up for development of the upper levels in the future.

GROUND FLOOR PLAN (LEVEL 00)

- 1

West Work-unit(s) - can be split to provide smaller spaces - total area = 300m²
- 2

East Work unit(s) - can be split to provide smaller spaces - total area = 400m²
- 3

Existing openings reused and widened to provide access/frontage to new lane
- 4

Central area to allow collaboration/socialising between work units (approx 200m²)
- 5

Heavy goods lift/delivery area - large platform lift to allow for equipment access to auditorium above
- 6

Existing stair access to upper level/rear of auditorium to be retained
- 7

Northern area to remain relatively clear to allow for loading/unloading of deliveries and access to fire escape routes
- 8

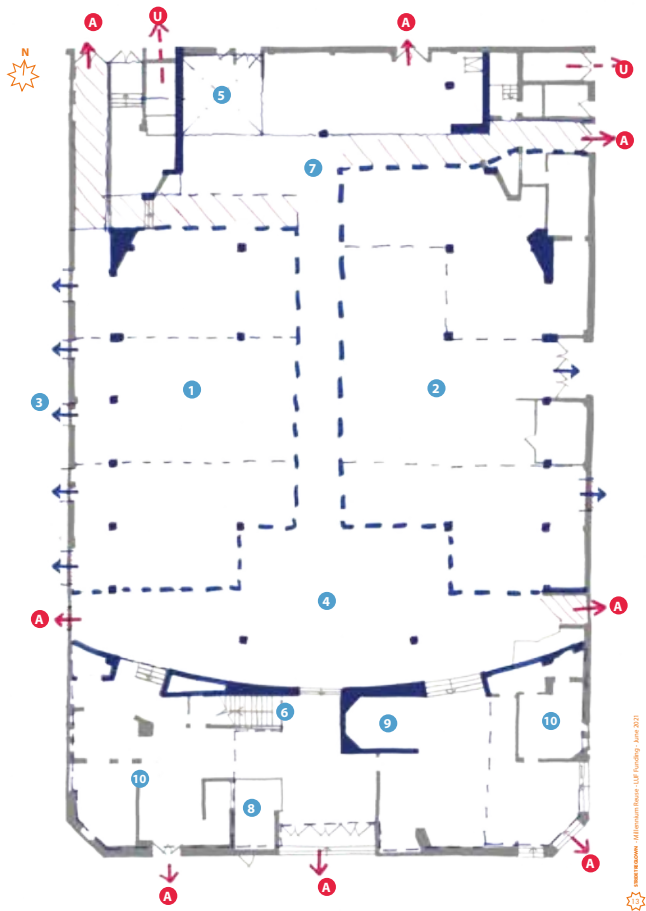
Potential box-office/cloaks/security location (night-time use)
- 9

Potential reception for day-time public uses
- 10

New stair-cores and WCs provision to serve both GF uses and 1F auditorium
- A

Emergency final exit from ALL floors
- U

Emergency final exit from UPPER floors



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Phase 2

Where possible meanwhile uses will take place in the auditorium and first floor space to test out opportunities and bring people in to experience the building.

Fit out of the front entrance, mezzanine area and auditorium.

We are planning for the entrance area to accommodate the functional aspects for the auditorium alongside day time uses.

The mezzanine area would consist of hospitality uses and be available for smaller events as well as supporting the auditorium when in use.

The auditorium has the potential to be a multi use destination venue for music, entertainment and celebrations, with a capacity of approximately 1500.

FIRST FLOOR PLAN (LEVEL 01)

- 1

Heavy goods lift/delivery area - large platform lift to allow for equipment access to auditorium above
- 2

Back-stage area for loading/unloading
- 3

Potential dressing-room
- 4

Extent of Stage
- 5

New ramped access to auditorium
- 6

Infill void left by demolition of stairs
- 7

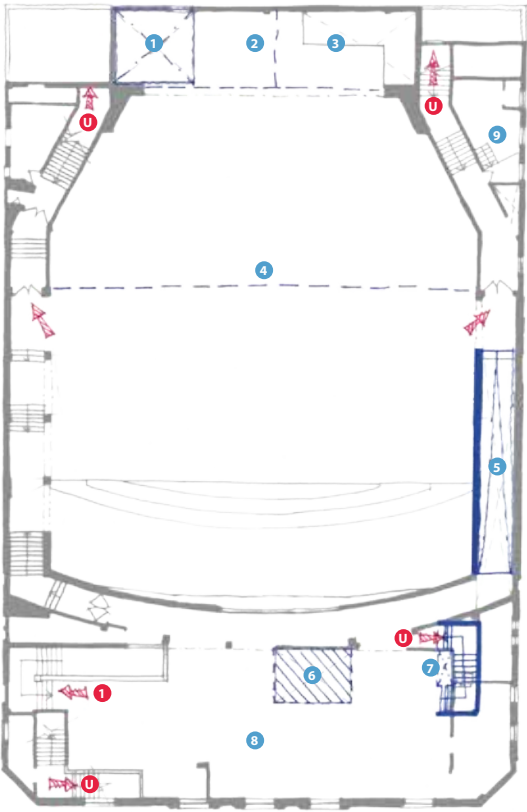
New stair-core and platform lift to provide access to all upper floors.
- 8

New Cafe (daytime) & Bar (nighttime)
- 9

Potential accessible WC(s)
- U

Emergency exit from UPPER floors
- 1

Emergency exit from FIRST floor ONLY



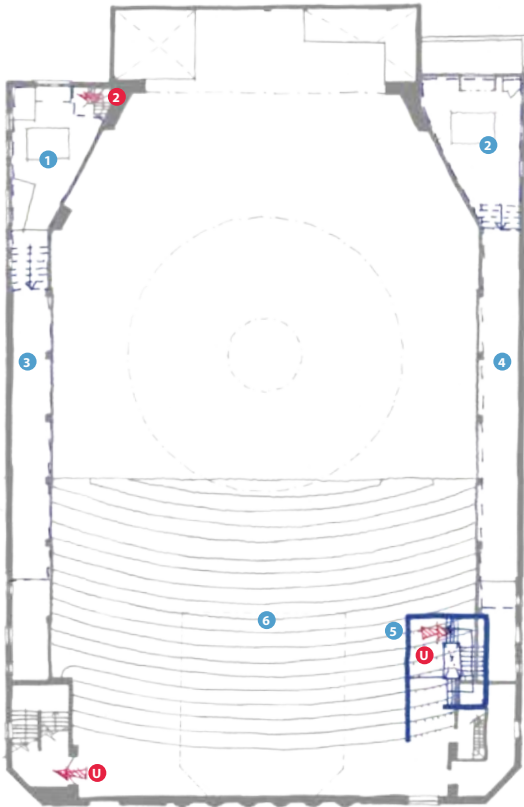
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Phase 2 (contd)

SECOND FLOOR PLAN (LEVEL 02)

- 1 Potential dressing room OR sound & lighting control room
- 2 Potential dressing room OR sound & lighting control room
- 3 Potential to utilise for access to back-stage area OR lighting/sound gantry
- 4 Potential to utilise for access to back-stage area OR lighting/sound gantry
- 5 New stair-core and platform lift to provide access to all upper floors.
- 6 Potential to utilise existing projection room for sound-desk

- U Emergency exit from UPPER floors
- 2 Emergency exit from SECOND floor ONLY



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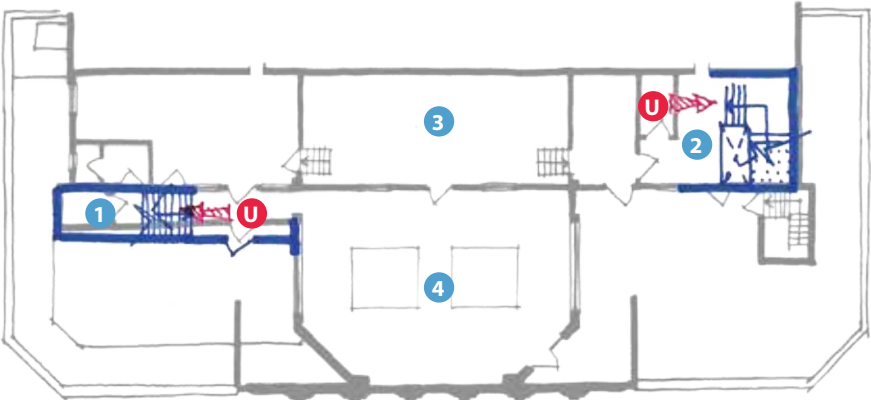
Phase 3

Invest in the roof top terraces and projection rooms to create a high quality hospitality venue.

THIRD FLOOR PLAN (LEVEL 03)

- 1 Replace existing lean-to extension with new flight of stairs to connect to existing western stair-core
- 2 New stair-core and platform lift to provide access to all upper floors.
- 3 Potential to utilise existing projection room for sound-desk OR Lounge Bar
- 4 Potential new Lounge Bar with access to roof terrace(s)

- U Emergency exit from UPPER floors



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The share offer document gives you a summary of our plans. These are other useful documents for you to read about Nudge and future plans to help you be fully informed before you invest:

- Check out the Millennium Manifesto
- Have a look at our governing documents*
- Read the business plan
- Read last years Annual Report and annual account



*Please note that we intend to make some changes to these at our AGM in October for clarification purposes including 6.1.2 and to ensure that our governing documents explicitly support the approach set out in this offer.



MAKING IT W*ORK

Why do we need investment?

We were supported to purchase the building by the Rank Foundation who have a long association with the building, and Power to Change who are supporting hundreds of community businesses like ours across the country.

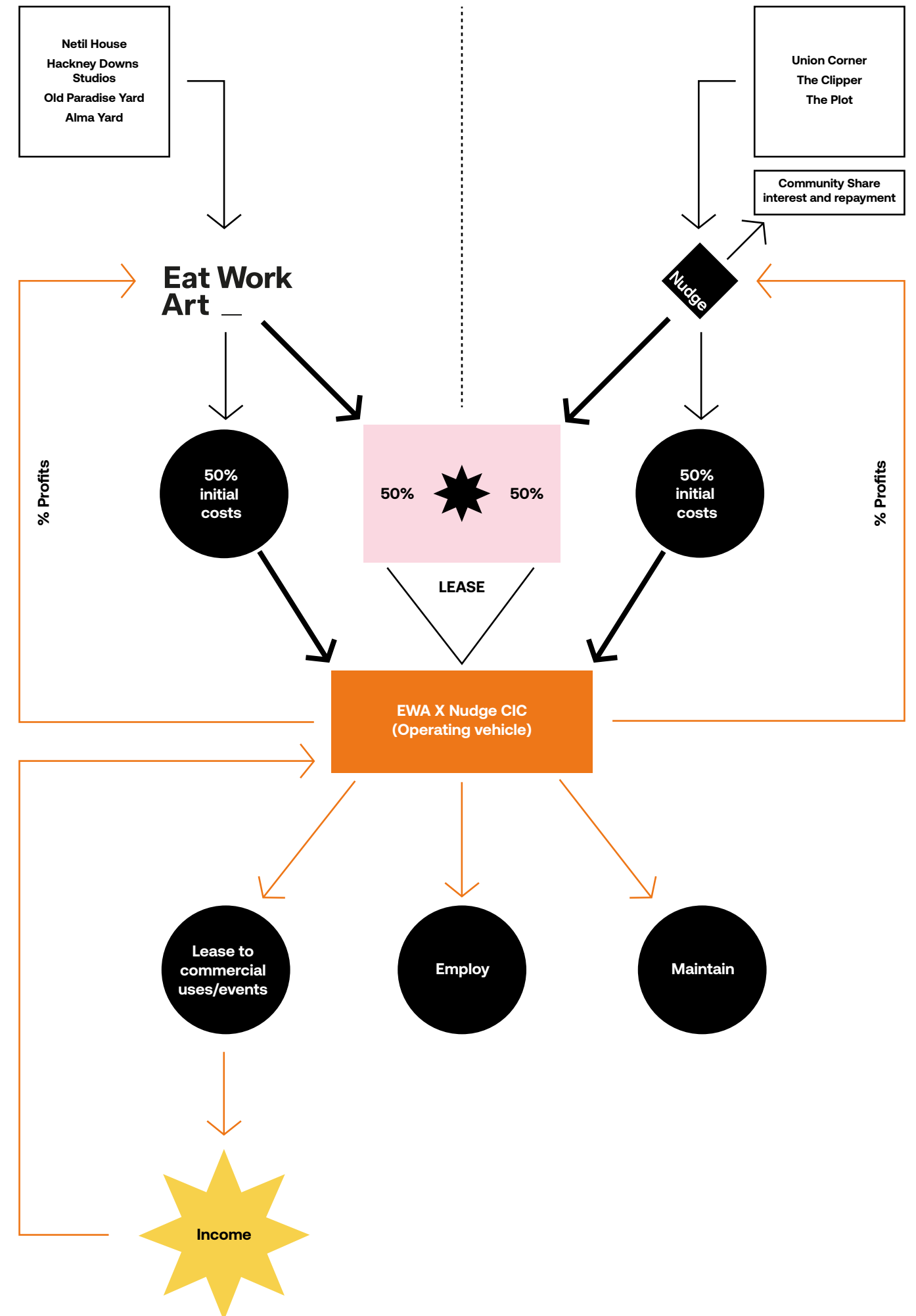
This put us in a position to be able to secure the building quickly after many years of negotiating and failed attempts to secure it. We are now running a community share offer to pay back the short term financial support we took on from the Rank Foundation to buy the building and to give us a working budget to make quick progress. This is the same approach we took to buy The Clipper.

The share offer is also important because it creates the collective ownership and the buy in that makes a Nudge building feel different to other places and businesses. This is a major project and a collective approach is key to making it a success. We know that many of you were really frustrated that this building was standing empty, we know there is a city need for the uses we propose. We want you to be more than part of the audience and feel part of bringing the building back to life, it is going to cost a lot of money and we'd prefer to pay a return to investors that care about how we approach things and what we do.

Alongside this investment we are working towards attracting grants that can support our share of the capital investment required. Thanks to a grant from the Architectural Heritage Fund we have a budget in place to support this and build up our understanding of the building.

We commit to keeping you informed so you can see how things are going so there are no surprises. There is still a lot of detail to be worked out but all the indications and interest in the building are really very positive. We have a track record of being open with our shareholders and community. We are looking forward to the energy, excitement, skills and support that comes with having a group of shareholders that believe in a project. We promise we will care for your investment and manage the risks to minimise any risk to your investment.

We have entered into a partnership with Eat Work Art that requires both of us to contribute 50% of the costs. This mix of skills is really exciting and a different way to approach community led change. To manage this we are setting up a CIC that will have representatives from both our organisations. This will act as an operating vehicle for the building. A share of the profits generated by the CIC will be returned to Nudge and used to finance the payments to shareholders. Any community share investment used for capital works will be spent by the CIC through a contract ensuring the money can only be used for specific work and must be returned to Nudge otherwise, with charges applied as appropriate.





Working out the finances

We want it to be a great investment for you as well as for the community.

For the purpose of this share document we have pulled out the relevant costs around the Millennium. Nudge is a growing organisation that also runs Union Corner, The Clipper, The Plot and local events and is looking to take on more buildings. Our approach with this share offer is to make sure that it stacks up in relation to the costs and income on the Millennium as well as making sure Nudge is healthy and financially resilient.

The Money

In preparing this share offer we have made a number of assumptions:

Paying up to 3.6% dividend on share investments from December 2022 the end of year 1. Repaying share capital back after year 3 from December 2025 and at a rate of 10% each year until it is repaid at the end of Year 13.

- We will lease all of the spaces in the Millennium, that includes the ground floor, the cafe auditorium and roof top spaces
- We've based rental income on similar sized venues around the country and other business spaces in the city
- The Share offer has been prepared so you can see the income from the Millennium coming into Nudge and our contribution going out and into the Joint CIC. The share equity and dividends are paid back to you by Nudge and expenditure on the building will be done through contracts to the joint CIC. Separate sheets modelling repayment of the equity are available on request and have been projected up until 2036 when all equity will be repaid.

- We have prepared the finances assuming we will work with a promoter who would lease the venue space at a competitive and comparable rate for venues of this size
- We have not factored in any leaseholder investment. It is likely a number of leaseholders and the promoter would invest in the capital programme to fit out their spaces to their requirements. This reduces the burden of investment from us and our partner investor but would affect income from those leases. In preparing the financial statements we have assumed a budget of £4 million without investment from leaseholders

- We assumed a budget of £4 million to regenerate the building. We have based this on previous information about the building. We will decide with EWA on a budget as we approach each phase according to what is viable and needed to deliver the potential uses that are deliverable. This gives us the flexibility to collaborate and accommodate different opportunities that may come forward
- We will be applying for large capital grants for our match to regenerate the building and Plymouth City Council have been supporting us to identify opportunities
- We are anticipating receiving capital investment grants in 2022 – 25. We have used accountancy practices where a grant is for a fixed asset the grant income is deferred and should be released to the profit and loss account to match with depreciation for the grant purchased-asset. Therefore the £2 million of grants to invest in the building are allowed for on our balance sheet and don't show as income

- Should we not raise this investment the ground floor would still be let and therefore contributing an income. We have enough to refurbish the ground floor to a 'good-enough' level to ensure we can start to bring in an income for this offer
- The venue element may well attract yearly grant subsidy, we have factored these in 2024. We are building our relationships with funders now so that we have a good chance to bring in these revenue grants
- We have factored in up to 3.6% return on your investment irrespective of the value of investment, this is only payable if we achieve our income targets
- We have not included any inflationary rises in either income or expenditure, these would balance each other out.

The detailed financial statements are available as a separate document.

Managing financial risk

Our finances have been prepared to include a sizeable amount of grant. This has not been applied for yet but we are in discussions and have several possible options and support for this.

In our experience once ownership is established it makes it easier to attract grant funding, it also provides a lot more certainty for social investment and community share offers.

Alternatives to grant funding will be slower and more commercial. For example we are in discussions with national venue providers who would bring capital investment for fit out if they leased the auditorium.

We know that if we were just to complete Phase 1 we would generate enough income to meet the costs, interest payments and equity payback for shareholders once units are fully let. If none of the above is possible our last resort and least preferred options would be to divide the auditorium into smaller leasable units.

For each level of community shares you will see an overview of income, expenditure and anticipated profit over a 5 year period; after year 5 and up to year 15 the figures remain more or less the same. In exceptional circumstances shareholders can request early repayment of their capital. The board will decide if we are able to accommodate this. To date we have had one formal request that was repaid in full.



Minimum target for the share offer £285,000

This covers paying back the repayable grant we were given from the Rank Foundation and puts us in a position to move forward.

Income and expenditure on the building will take place in the CIC we are setting up with Eat Work Art to manage operational activity as shown in the partnership diagram. Profits will be paid back to Nudge and this will be used to pay shareholders.

£285,000 Summary					
	2022	2023	2024	2025	2026
Consultancy	28,000	30,000	30,000	30,000	30,000
Traded income	66,000	66,000	66,000	66,000	66,000
Millennium income	6,500	84,510	116,657	218,971	247,591
Grants	282,500	208,000	150,000	100,000	100,000
Expenditure	367,767	349,067	327,067	359,367	361,367
Community share interest payment	7,683	17,408	17,597	16,764	16,962
Profit	4,655	14,541	11,231	28,275	49,639

Key differences

- We have a reduced income from the building
- We apply for a revenue grant of £50,000 in 2024 for Nudge

Optimum target for the share offer is £500,000

This is what we really need to keep the momentum going. It gives us enough money to pay back the Rank Foundation and to have working capital to spend on the building.

£500,000 Summary					
	2022	2023	2024	2025	2026
Consultancy	28,000	30,000	30,000	30,000	30,000
Traded income	66,000	66,000	66,000	66,000	66,000
Millennium income	6,500	84,510	161,221	218,971	247,591
Grants	282,500	208,000	100,000	100,000	100,000
Expenditure	369,267	355,567	305,867	337,867	339,867
Community share interest payment	7,683	25,148	25,337	23,730	23,928
Profit	6,049	7,795	26,017	53,374	79,796

Raising £500,000 means we can

- Make more profit
- Achieve income targets a bit quicker
- Have working capital to invest in the building and build the momentum

Maximum target for the share offer £520,000

The additional £20,000 would be used to improve entrance to the building for temporary uses in the auditorium bringing people into the space and creating opportunities for extra income.

A summary table is not included here because the figures are almost similar to the summary for £500,000. The only differences being slightly higher dividend payments annually and the yearly repayment of equity payback would be £52,000, not £50,000.

This offer will run for 8 weeks from date of launch. If we haven't reached our minimum target, or are just short of our maximum target, the Directors reserve the right to extend the offer period for a short time.

[illegible][illegible]



INVEST MINT

How much can you invest?

You can buy a share from £50.

You can pay in up to 10 monthly instalments - so as little as £5 per month.

The maximum value of individual shares you can apply for is £70,000*. This is capped at 10% of our total share investment including the investment in the Clipper and our current target.

You can buy a share as an organisation.

You can buy a share as a group with friends or family.

You can buy a share as a gift.

**If you have invested in The Clipper share offer this reduces the amount you can invest time so that no individual has more than 10% of the share investment in Nudge. For example, if you invested £10,000 in The Clipper you can choose to invest up to £60,000 this time.*

***When you buy a share you become a member of Nudge Community Builders. Any person receiving a share as a gift will need to confirm they are happy to become a member of Nudge.*

Funders can invest alongside you too!

Your investment can help us attract additional investment through the Community Share Booster Programme and from other funders through Crowdfunder.

Help a local person buy a share

We have a dedicated group of volunteers that have been helping at the Clipper and at Union Corner. If you would like to thank them for their contribution you can add an extra share as a gift for a local person.

You must be 16 to buy a share. You can buy shares for a young person. They will not be able to withdraw these shares until they are 16.

All members are entitled to have a say in how the Society is run. Every member has one vote at AGMs and members' meetings; this makes for a very democratic and inclusive structure.

I'm already a shareholder in The Clipper and want to invest again

Thank you! Our shareholders have been critical to the success of Nudge so far. We treat each of our buildings as a separate investment and we expect each building to function independently. So if you invest in a building then the money generated from that share offer will be used to pay the loans we have taken on for that building and/or the renovation costs. The uses from that building will be expected to produce the return that pays the interest and repayments to these shareholders.

You will continue to have a vote at our AGM and be able to stand for the board.

Timetable

11 October 2021 — Share offer opens

11 October 2021 — AGM

16 November 2021 — The building turns 90!

6 December 2021 — Share offer closes

December 2021 — Repay Rank Foundation

December 2022 — We pay first return

When we reach 25% of our minimum target of £285,000 (£71,250) we could secure up to £30k investment from Plymouth City Council.

When we reach £285,000 we could secure investment from the Booster fund of £50,000 and others.

Please only invest what you can afford. Take your time to read all the information we have available, take independent financial advice and please ask us any questions you need to.

When will we be available?

We know that making an investment is a big decision and we want to make sure you have time to ask any questions you might have:

- You can pop into The Plot to have a chat with a member of the Nudge team Tuesday - Saturday 11-5pm.
- Come along to a special tour of the building on...
- If you would like to arrange for a call with Hannah or Wendy to talk through any specific questions please contact hello@nudge.community
- We will update a frequently asked questions page on our website here www.nudgecommunity/nudgeshares



I'm in! How do I buy a share?

You can apply for and pay for joint, individual on-line on Crowdfunder here: crowdfunder.co.uk/nudgeshares

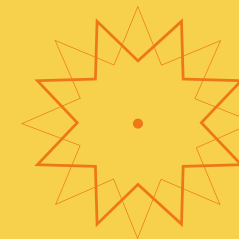
This site is secure and there is a choice of payment methods available. As much as possible we need people to go through the website, this helps with transparency and to manage the administration behind the scenes really well. This will also protect your investment which will be returned to you if we don't meet our minimum target.

You can buy shares by post and cheque but your share will not be allocated until the cheque has cleared.

If you want a payment plan please complete the standing order at the end of the application forms. Shares will not be allocated until all the payments have been received. If the payment plan is not completed we will treat any payments made as a donation.

Please contact us if you need help buying shares – we'll be happy to help.

Shares will be allocated on a first come first served basis.



This offer is being promoted by Nudge Community Builders, Union Corner, 96 Union Street, Plymouth, a Community Benefit Society, registered with, but not regulated by the Financial Conduct Authority (Registration No. 7632). The Financial Services Compensation Scheme does not cover this offer and investors have no recourse to an ombudsman. Any money you pay for shares is not safeguarded by any depositor protection or dispute resolution scheme. You could lose some or all the money you invest.

The value of a share in the Society cannot increase beyond the nominal value of £1 and may be reduced if liabilities exceed assets. However, because the shares are issued by a corporate body, no further liability can fall on you as a shareholder.

The Society is subject to an asset lock and therefore cannot be sold for the benefit of its member shareholders. In the event of the business failing, assets would be sold, and creditors paid. Finally, shareholders can be repaid up to the value of their shares. Any surplus will be transferred to another asset locked Society. If the Society's liabilities are more than the assets, shareholders will lose their investment.

Whilst you may decide to invest purely based on the information in this document, we would also encourage you to download our Business Plan and the Rules of the Society, which are both available on our website www.nudge.community



Nudge

**Union
Street**

**This
space
is getting
a little
Nudge**

Nudge

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How Nudge is structured and works

Nudge Community Builders Ltd is a Community Benefit Society.

This structure is particularly appropriate because it is:

- Democratic and accountable to the community members who elect the Directors
- The legal vehicle that is ideal for community shares
- Able to keep a building in an asset lock, which ensures that the Nudge and its assets can only ever be used for community benefit rather than private profit.

These are our formal objects from our governing document – they guide what we do and how we do it:

Nudge is formed for the benefit of the community in the city of Plymouth and the surrounding area.

The Objects of the Society are to further the social, economic and/or environmental interests of people who have lived and or have worked, or who now live and/or work, or who want to live and/or work, in the area of benefit by some or all of the following means:

- Promoting, facilitating, supporting and developing community-led initiatives aimed at regenerating the area of benefit, including but not limited to housing, property development, community facilities, community businesses and renewable energy

- Providing information, advice, assistance, training, support, facilities, amenities and services incidental to the provision and promotion of community-led regeneration initiatives
- Promoting arts and culture in the area of benefit
- Relieving poverty and hardship in whatever ways the directors think fit; and
- Carrying out any other activity that the directors consider would further the social, economic and environmental interests of the area of benefit.

The board are 6-9 individuals collectively responsible for ensuring Nudge operates for community benefit. The strategic oversight of Nudge is delegated by the membership to the Board of Directors.

Copies of the constitution of Nudge Community Builders can be found on our website www.nudge.community

Together we can!

Once you buy shares you become a member of Nudge Community Builders Limited. You will have the right to attend and vote at general meetings, stand for election to the Board, and to inspect the share register of the Society.

We have 166 members and offer local people to become members for £1 without needing to invest. Anyone can become a member but we haven't done a recruitment drive in between share offers.

You will be invited to Annual General Meetings and receive our annual report and accounts and have the opportunity to ask questions and discuss these with the board.

You will get our regular newsletter and be invited to events and other specific opportunities for share holders.

From time to time we offer benefits for shareholders which can include vouchers and special offers.

But being a member is so much more than that – as a shareholder you share the responsibility to make our community business a success.

You could:

- Encourage your friends and family to visit our buildings and events regularly
- Help to attract entrepreneurs and small businesses who want to take space in our buildings or even be one yourself
- Connect us to opportunities to get exciting things happening in the building - this could be temporary events or people interested in longer term leases
- Volunteer – this could be helping with day to day nudge activity, coming on for diy days, mentoring a start up, or promotion – all help is welcome!

So being a member means being part of making something really great happen in our area as well as looking after your investment.

In return we will do lots of lovely things to keep you up to date, to give you reasons to pop in to see us and to feel like your investment is being treated with the love and care it deserves.

Thank you

Nudge would like to thank all the people who have helped us to get this far.

From our very first investors who provided bridging finance to buy the Clipper (you know who you are!), to Plymouth City Council, Real Ideas Organisation, the Rank Foundation, School of Social Entrepreneurs, Power to Change, Co-ops UK, the National Lottery Fund, the Local Trust, the Architectural Heritage Fund, the Reach Access Fund, our community share holders and many others.



More recently we have really benefitted from support from Gates Consultants, Airey & Coles, Stride Treglown and of course Eat Work Art - we have had amazing support and encouragement every step of the way and would not be here without you and all our friends and family who see us through the highs and lows.

To get to this point our board has had to step up and be brave, their belief in Nudge is fantastic, we have made change happen in the building thanks to some amazing local volunteers, Team Nudge and a range of local businesses and trades people.

We are looking forward to more shareholders joining us on the next stage of this journey.



How Nudge is structured and works

Frequently asked questions

What happens if the Millennium fails?

In the event of the Millennium failing, Nudge Community Builders would sell up adhering to our Asset Lock restrictions. The proceeds of the sale after the settlement of any debts would be divided up between the shareholders up to the value of their shares. You might receive the full value of your shares back, or you might lose part or all your investment. If there were any surplus after paying back shareholders, it would pass to another organisation with similar aims, a similar asset lock and the inability to distribute surpluses.

What happens to my shares if I die?

As part of your application, you will be asked to nominate a beneficiary to receive your shares upon death. If the beneficiary wishes to become a member and the Directors approve their membership your shares will be transferred to them. Otherwise Nudge will pay them the full value of your share-holding or if funds do not allow this, issue them with loan stock of an equivalent value to be payable within 3 years.

You can also nominate the Nudge Community Builders Ltd as your beneficiary, up to the amount allowed in law at the time of your death (currently £5000).

Any shares held above this will be transferred to your estate and go through probate in the usual fashion. If you are part of a joint shareholding, your shares will automatically pass to the rest of the joint shareholders.

What happens if you sell the building?

If Nudge Community Builders ever sells the Millennium, and made a profit, investors would receive their original investment back, and the profit would go to the community.

What happens if the business fails?

If the business doesn't work out and we sell the building and the shareholders that invested in that building would have as much of their investment returned as possible. Our assets are in an asset lock and we are part of a national pilot project to look at how community assets can be protected and to ensure that the local social impact is also prioritised at this stage.

Any surplus from a building will be used to support wider nudge activity at Union Corner and along Union Street, this is supported by consultancy income and core cost funding. Surplus may be used to acquire another building or to support the wider Stonehouse community.

Should the board decide to sell a given property, it will seek to ensure that proceeds are returned to investors as much as possible.

Should the society become insolvent, the assets will be treated as the common property of every investor. Investors should keep in mind that in the event of the Millennium being sold to clear operating debts, those debt would take priority over the return of funds to investors.

What if I need to withdraw my share?

We hope that people will buy shares in Nudge as a long term investment. However, your financial circumstances might change and they may wish to withdraw their funds. To make sure the Millennium gets off to a steady start, shareholders will not be able to withdraw capital within the first three years, except in exceptional circumstances. We have a track record of respecting changes in circumstances of our investors, we have had one application for withdrawal from our current shareholders and we were able to accommodate this.

You will be able to apply in writing according to the Rules of the Society. The board will also have the right to set a cap on how many shares can be withdrawn each year. For example, the current plan is for 5% of share capital to be withdrawn per financial year (from Year 3 onwards).

The Booster equity would be withdrawn on the same terms, so if 5% is withdrawn the Booster equity will also withdraw 5%.

The Board will consider all withdrawal requests in the order in which they are submitted, but they are obliged to consider the financial security of the Society.

If withdrawing shares would leave the Society unable to meet its financial commitments, and result in inadequate level of financial reserves, the Board will have to suspend withdrawal of shares. This does not preclude the possibility of future applications succeeding, when more cash has become available.

How risky is my investment?

As with any financial investment there may be risks, but they are low and will be mitigated where possible. With a secure asset now worth £450,000 and increasing in value as we improve the building.

Once work is done we expect it to be worth at least what we invest in it.

We would also advise you to seek independent financial advice from your own financial advisor.

Advice on investing in community shares is available online from: <http://www.communityshares.org.uk/sites/default/files/resources/investingincommunityshares.pdf>.



To help Societies make great community share offers the government has funded the Community Shares Unit. It works with societies and community share practitioners to develop national standards of good practice. These standards are set out in the Community Shares Handbook and form the basis of the Community Shares Standard Mark. Further information for investors can be found here: communityshares.org.uk

To ensure that this offer conforms to best practice around community investment, we have been awarded the Community Shares Standard Mark. The 'Community Shares Standard Mark' is awarded by the Community Shares Unit to share offers that meet national standards of good practice. These standards ensure that:

- The offer document and application form are easy to understand
- You are provided with all the facts you need to make an informed decision
- The facts are supported by the annual accounts and/or business plan for the society
- Nothing in the documents is purposefully incorrect, confusing or misleading

Societies are asked to sign a Code of Practice requiring them, among other things, to give the public a right of complaint to the Community Shares Unit.

For more information about community shares, the Community Shares Standard Mark and the Community Shares Unit go to: communityshares.org.uk

Data protection

The data provided by you to apply for share will be stored on an electronic database in compliance with EU General Data Protection Regulations (GDPR). The data will only be used for the Nudge Community Builders purposes and will not be disclosed to any third party except for anybody having a statutory right of inspection.



An ode to Union Street

Union Street, a street the whole world loves, a place full of character, inspiration and hugs.

A key that connected, three towns of old, but now a great new story about to unfold.

There's a Corner, a Clipper, and a Plot, this street is getting hot.

We think it's time to leave behind the judge, and visit a street, that's getting a little Nudge...

Go to —
**[crowdfunder.co.uk/
nudgeshares](https://crowdfunder.co.uk/nudgeshares)**
to invest today!



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