

# Weston SOS Limited

Community Benefit Society registered with the Financial Conduct Authority no. RS9101



## Community Share Offer

---

*Securing the long-term future of our Shop and Post Office as a vital asset and social hub for the local community.*

*Share offer opens 1<sup>st</sup> November and ends 13<sup>th</sup> December 2023\**  
*\*may be extended if close to one of our targets*

---

[www.weston-sos.org](http://www.weston-sos.org)



## Key Dates

- Launch: 1<sup>st</sup> November
- Closing: 13<sup>th</sup> December

If just short of one of our targets, the Society reserves the right to extend the share offer.

## Targets

- Minimum share raise: £105,000
- Target share raise: £250,000
- Maximum share raise: £405,000

Any amount raised over the minimum share raise will reduce the commercial financing required and allow for an increased benefit to go to the local community (either as interest on shares, or increased support for local community projects) and saving money for the Society. We're targeting to pay 5% interest on shares (subject to performance) to attract and retain investors.

## Share Offer Structure

- Share Value: £1
- Minimum Shareholding: £100 (100 shares)
- Maximum Shareholding: £40,000\*

(\* The rules of the Community Shares Standard Mark are such that no single investor can invest more than 10% of the total capital raised and so this value is ultimately dependent upon the total raised by the share issue, but in any event will not exceed £40,000)

## Society Details

- Name: Weston SOS Limited  
*Registered No. 9101 under the Co-operative and Community Benefit Societies Act 2014*
- Registered office address: 12 Church Close, Weston on the Green, OX25 3QT
- Website Address: [www.weston-sos.org](http://www.weston-sos.org)
- Email: [committee@weston-sos.org](mailto:committee@weston-sos.org)

## Weston SOS - ‘Save Our Shop!’

Weston SOS Limited is seeking to raise money through this community share offer to purchase the Weston Pantry Shop and Post Office from its current owner and bring it into community ownership. We believe this will secure its long-term future as an invaluable asset to residents and businesses of Weston-on-the-Green and the surrounding area.



Figure 1 - Shop Opinion Survey Comments

Weston SOS Limited was incorporated in July 2023, following a village meeting in February where the prospect of losing the shop was raised following the current owner’s desire to leave the business and retire as sub-postmistress after transforming it and running the shop successfully for the last 6 years. While the current owner will step away from any responsibility for the Shop and Post Office, she has offered to pledge the value of the stock in the shop for community shares, expressing a desire to maintain an interest in the Shop as a member and reducing the Society’s initial capital requirements.

We’ve become members of the Plunkett Foundation, received funded pre-application support (including a professional advisor and grant), and submitted our application for a £250,000 grant from the Community Ownership Fund which we will use in conjunction with the capital raised from this Share Offer, matched funding from the Community Share Booster Fund (if successful) and a commercial mortgage to purchase the Shop and Post Office.

We’ve sought the support of the local community for this venture with a survey sent out to the local community, engaging with the community via our website, village meetings(s), the local Village News, social media and received letters of support from the Parish Council and our local MP.

*“I know the shop and have used it myself when in the village. I can understand the importance of it to the community to provide essential supplies and also as a post office. As such I can appreciate why the community would look to consider bringing the asset into community ownership and applaud you all for taking this initiative. The opportunity is provided by the Government for just such purposes.*

*In a community such as Weston on the Green a shop and a post office provide a focus for people in the community. It helps to support those less able to travel, helps in cases of social isolation and in general can reduce car travel.*

*I will take in faith that you have a viable business plan which will, of course be examined as part of the application. As such am happy to support your application.*

*Wishing you all success in this venture.” - John Howell, MP for the Henley Constituency*

## Risk to Capital

*Due care and attention has been taken in preparing this offer document. The process was overseen by the Weston SOS Limited Management Committee who can vouch that the information it contains is in accordance with the facts available and that there are no known omissions likely to affect the viability of the business.*

*If you want any advice, you should consult with an independent financial adviser authorised under the Financial Services and Markets Act 2000. It should be noted that members of community benefit societies do not have access to the Financial Ombudsman Service or the Financial Services Compensation Scheme. The offer of withdrawable shares in a Community Benefit Society is not subject to the Financial Markets Act 2000 (Financial Promotion) Order 2005.*

*The purchase of shares is at full risk and if the business fails it is possible that you will never recover the full value of your shareholding or may even lose it completely. Should Weston SOS Limited experience financial difficulties: we may not be in a position to pay interest; we may have to suspend investors' rights to withdraw shares; and investors may lose some or all the money paid for shares.*

*As Weston SOS Limited has been incorporated with limited liability, the liability of its members is limited to the amount paid for their shares.*

*Please read this entire Community Share Offer document together with our Business Plan and Society rules which can be found online at [www.weston-sos.org](http://www.weston-sos.org) or in print from the Weston Shop and Pantry before you apply to buy community shares.*

## Community Shares Standard Mark

Weston SOS Limited has been awarded the Community Shares Standard Mark which is awarded to share offers that meeting 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 you can visit [www.communityshares.org.uk](http://www.communityshares.org.uk).



## Who We Are

### Our Mission

The mission of Weston SOS Limited is to bring the Weston Pantry into community ownership to secure its long-term future as a thriving Shop and Post Office for the residents and businesses of Weston-on-the-Green and nearby villages and for it to serve as a social hub for the local community.

Whilst the Shop and Post Office provides essential services to the community, from household essentials and hot food to postal/banking services, it also plays an important social role in the village as a focal point for casual conversation, social connection and as a local employer serving the residents and businesses of Weston and our neighbouring villages.

Our objectives are to:

- Bring the Shop and Post Office into community ownership as a shop owned by and for the community of Weston and the surrounding villages.
- Provide products and services for the local community, with convenience as a key factor.
- Support local businesses (e.g. food producers, suppliers, local companies).
- To identify opportunities to grow the Shop and PO as a hub for the community (e.g. as a meeting place and social hub, increased café offering).
- To be a self-sustaining and long-lasting asset to the community.
- Long term, to use excess trading profits to support other community ventures and projects.



*Figure 2 - Weston Pantry Photo*

### Our Organisation

We are structured as a Community Benefit Society. This is a legal structure registered with the Financial Conduct Authority that is particularly suited to a democratic organisation that is both accountable to and can raise finance from its members.

### Community Benefit Society

We registered as a Community Benefit Society on 17<sup>th</sup> July 2023. The Society legal form is particularly suited to running a business with a community purpose that is also

democratically accountable to its community. Our community purpose is to maintain a Shop and Post Office facility within the village of Weston-on-the-Green and for it to act as a community hub for residents and businesses of the village and the surrounding area.

The Society legal form is also exempt from some of the restrictions around public offers of investment, which makes it particularly suitable for raising finance from the community. This is why it has been used extensively to create and finance community energy projects, assets such as piers and community buildings, community farms, shops, and pubs. This is a proven model of community ownership, with over 350 Community Benefit Societies across the UK with a combined annual revenue of over £54m and a 95% long-term success rate.

As a Community Benefit Society, we are restricted in that we can only use our assets for community benefit. We are not allowed to pay out profit to members as dividends, but we are allowed to pay interest on members' shares to attract and retain investors. We have an asset lock in our Rules such that if the Society is dissolved or wound up, any residual assets after paying creditors and returning members' shares must be transferred to another organisation with a similar asset lock rather than being distributed amongst the members.

### Our Management Committee

The Society's management committee is currently made up of the following:

- **Sam Sharp (Chair):** Sam is a software engineer, chartered manager, and keen entrepreneur with experience of startups, nonprofit organisations and project management of software and product development.
- **Alice Hillier-Tattersall (Treasurer):** Alice is a chartered accountant and director of a Bicester based accountancy firm with experience working with startups and established businesses across a broad spectrum of industries.
- **Fiona Spensley:** Fiona is a fellow, trustee and academic psychologist at the University of Oxford where she has also held multiple senior administrative roles with experience in recruitment and equality and diversity policies.
- **Clive Hamilton-Gould:** Clive is a professional architect and director of his own architectural consulting company and has been assisting with conducting due diligence on the current shop and preparing proposals for renovation works.
- **Paul Beecroft:** Paul has lived in the village his entire life and his business is based in the village. He has good connections with the residents and business owners in the local community.
- **Amanda Goodger:** Amanda is a lecturer in project management and cybersecurity.
- **Linda Allinson:** Linda has worked with the Post Office across a broad range of roles for over 35 years until her retirement in 2023. Linda has offered to take on the role of sub-postmaster for the Shop and Post Office.
- **Sarah May:** Sarah has worked in the Shop for the last 2 years and has extensive retail experience.

Full biographies of the Management Committee can be found in the business plan.

The initial Management Committee will stand down at the first AGM following the share offer where a new Management Committee will be elected by and from the members of the Society. The initial Management Committee are eligible to stand for re-election.

As Sarah is a current employee of the shop, this is a conflict of interest which has been declared and is recorded in the Society's conflict of interest register. Our Rules state that *"a member of the Management Committee shall declare an interest and shall not vote in*

respect of any matter in which they, or their spouse or partner or immediate relative have a personal, financial or other material interest. If they do vote, their vote shall not be counted". No other conflicts of interest have been declared.

No member of the Management Committee will receive any financial gain from this offer over and above any benefit available to any other investor. All members of the Management Committee must abide by the Code of Conduct which is available on our website.

## Our Community

The Weston Pantry Shop and Post Office primarily serves the residents and businesses of Weston-on-the-Green and the surrounding area - including the nearby villages of Bletchington, Chesterton, Kirtlington, Charlton-on-Otmoor and Middleton Stoney. Due to its location on the B430 and A34, it also receives significant passing trade.

We expect this local community to make up the majority of our members. In return for supporting Weston SOS with this share offer, they will retain access to the Shop and Post Office and the benefits it brings to the local community:

- Convenient access to essential services of the Post Office including postal & banking access.
- Somewhere for the elderly and disabled population to purchase essential groceries without the need for a car or public transport.
- A lunch or snack stop for employees of local businesses, tourists and passing trade.
- A social hub for casual conversation and making connections at the heart of the community.
- Supporting local suppliers and reducing 'food miles'.
- Providing an outlet for the creations of local cottage industries.
- Supporting the Church and Village Hall with the Friends produce.
- Supporting the local food bank collection organised by the Parish Council.

In addition to our local community, we also welcome the support and investment of any individual or organisation that aligns with our mission and desire to retain local access to vital services by keeping Shops and Post Offices in our rural community.

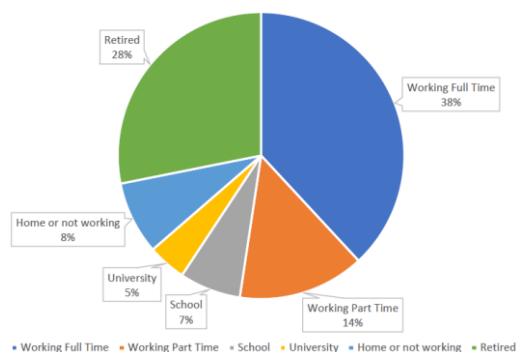


Figure 3 - Survey Response Demographics

## Our Progress So Far

Given the short timescales of the project to align with the needs of the current owner, Weston SOS has been moving swiftly and diligently to purchase the Shop and Post Office, making significant progress in a short space of time:

- **February:** Initial village meeting held on 22<sup>nd</sup> February to discuss the future of Shop and PO, organised by the Parish Council.
- **February:** Formed Weston SOS as an unincorporated association and opened bank account for initial pre-incorporation fundraising.
- **March:** Support from the Village Hall with use of hall for Committee meetings.
- **March:** Created website (weston-sos.org), Facebook page and email mailing list.
- **April:** Distributed printed flyers to all village residents and displayed posters around village.
- **April:** Launch of initial survey including distribution of paper survey to all village residents and online survey form and reviewing of survey results.
- **April:** Successful Stage 1 (of 2) application to the Valencia Communities Grant for a grant of £50,000.
- **May:** Successful Expression of Interest (EOI) with the Community Ownership Fund.
- **May:** Completed independent building survey, thanks to support from David Buchanan, a village resident.
- **May:** Received 1 day of initial funded advisor support from the Plunkett Foundation.
- **May:** Received a small amount of financial support from the Parish Council for incorporation and printing costs.
- **June:** Joined Plunkett Foundation as a community venture member.
- **June:** Received fully funded COF support package including support for development of business plan financials and opportunity to apply for pre-application grant funding of up to £10,000.
- **July:** Provided an update at the Annual Village Meeting organised by the Parish Council.
- **July:** Registered Weston SOS as a Community Benefit Society with the FCA.
- **July:** Completed independent Valuation Survey to appraise freehold valuation and flat rental opportunity.
- **July:** Village meeting held to present our plan for community ownership of the Shop and Post Office.
- **July -** Application for Stage 2 of the Valencia Communities Grant unsuccessful.
- **August:** Received confirmed pledges of £26,000 for purchase of community shares or donations.
- **August:** Recruited new committee members to a total size of 9 - bringing in more relevant experience and expertise into the committee.
- **September:** Submitted application for £9,950 of pre-application grant funding from the Community Ownership Fund (COF).
- **September:** Submitted Expression of Interest (EOI) for the Community Shares Booster fund.
- **October:** Letter of support received from John Howell MP, local MP for the constituency of Henley.
- **October:** Confirmation from Community Shares Booster Fund that we are eligible to submit a Full Application.
- **October:** Final draft of business plan and community share offer document prepared in preparation for COF application and Community Shares Standard Mark assessment.
- **October:** COF Pre-application grant of £9,950 awarded to Weston SOS.
- **October:** Letter of support received from the Parish Council.
- **October:** Allocated Plunkett advisor for Community Shares Standard Mark assessment of our business plan and share offer.



- **October:** Submitted Community Ownership Fund application for the Round 2 Window 3 bidding deadline on the 11<sup>th</sup> October.

## What We Are Going To Do

The purpose of this share offer is to raise the capital required to allow Weston SOS Limited to purchase the Weston Pantry as a going concern from the current owner and bring it into community ownership. We're applying for grants and match funding which will top-up the amount raised from this share offer:

- Community Ownership Fund: Applied for £250,000 which we need to make this project viable.
- Community Share Booster Fund: Matched equity funding of £1 for every £1 invested up to £50,000.

This will allow us to keep the shop open with its existing staff and transfer the current Post Office contract maintaining it as a vital asset to residents and businesses of Weston-on-the-Green and the surrounding area. We will also renovate the upstairs flat to bring it up to modern standards so that it can be rented out, providing an important income stream. This will ensure its future for the long term and allow the Shop and PO to give back to the local community that we hope will support it now by purchasing community shares.

We have modelled 3 scenarios depending on how much we raise by community shares. If we're unable to raise a minimum of £105,000, we don't think that this shows sufficient community interest to save the Shop and PO and is the minimum required for a viable business plan. Any amount raised between £105,000 and £405,000 would require us to take out a commercial loan or mortgage to finance the rest of the purchase, but if we hit our maximum target of £405,000, this would not be required. We're aiming for a target of £250,000 of community shares as a good balance of community shares vs. commercial finance.

### Scenario 1 - Minimum £105k Community Shares

Raising a minimum of £105,000 of community shares (including Booster Fund matching) is the minimum required for a viable business model, but with some sacrifices - we'll need to take out a commercial mortgage of up to £285,000 which means paying out more interest to a bank rather than to our community shareholders and costs the Society more money in the process.

- Initial 3-year holiday on the payment of interest and ability to withdraw shares.
- From Year 4, Interest paid at a rate of 3%.
- Estimated withdrawal limit of 3% per year from Year 4.
- Share withdrawals paused in years 9 to 13 to ensure a positive cashflow balance.

In this scenario, only £17,500 would be paid out to our members as interest in the first 10 years of community ownership.

### Scenario 2 - Optimum £250k Community Shares

If we reach our optimum target of £250,000 of community shares (including Booster Fund matching), this halves the commercial mortgage requirement to £145,000 and results in reduced costs to the Society and more interest being paid back to the local community.

- Initial 3-year holiday on the payment of interest and ability to withdraw shares.

- Interest paid at 5% from Year 4 onwards.
- Increased withdrawal rate of 3.5% per year from Year 4.
- No withdrawal holiday required.

In this scenario, £68,500 would be paid out to our members as interest over the first 10 years of trading.

### Scenario 3 - Maximum £405k Community Shares

If we reached our maximum target of £405,000 of community shares (including Booster Fund matching), we would no longer require a commercial mortgage to purchase the Shop and PO and we would be able to begin paying interest from Year 2 onwards. Not requiring a commercial mortgage significantly simplifies the purchase process and massively increases our chances of success (no risk of being denied a mortgage and improves our chances for a successful Post Office application).

- Interest paid at a rate of 5% from Year 2 onwards.
- Share withdrawals estimated at 4% from Year 4 onwards.

In this scenario, £165,250 would be paid out to our members as interest in the first 10 years of trading.

### Funding Required

The funds required to purchase the business and freehold are shown below:

<b>Purchase Costs</b>	
Freehold Purchase Price	£525,000
Stock, Fixtures & Fittings	£10,000
Goodwill	£45,000
Stamp Duty	£15,750
Legal Fees	£9,400
<b>Total Purchase Requirement</b>	<b>£605,150</b>

The freehold of the Shop and PO has been independently valued at £525,000 and Weston SOS has conducted appropriate due diligence including reviews of previous accounts provided by the current owner and an independent building survey.

	<b>Minimum Target - £105k</b>	<b>Optimum Target - £250k</b>	<b>Maximum Target - £405k</b>
<b>Funds Required</b>			
Purchase of business & premises	£605,150	£605,150	£605,150
Flat Renovation	£30,000	£30,000	£30,000
Expenses	£14,470	£15,920	£17,470
Mortgage Fee (1%)	£2,835	£1,450	£0
Share Platform Fee (average 5%)	£5,250	£12,500	£20,250
<b>Total Required</b>	<b>£657,705</b>	<b>£665,020</b>	<b>£672,870</b>

<b>Funded By</b>			
Community Shares	£105,000	£250,000	£405,000
Community Ownership Fund	£250,000	£250,000	£250,000
Donations & Other Grants	£20,000	£20,000	£20,000
Mortgage Finance	£283,500	£145,000	£0
<b>Total Funding</b>	<b>£658,500</b>	<b>£665,000</b>	<b>£675,000</b>

The flat renovation costs are required to bring the flat up to modern standards of sound, fire and heat insulation to allow it to be rented out as a separate rental accommodation; providing a steady stream of income as determined through our financial & business planning.

### Community Ownership Fund

Weston SOS has applied to the Community Ownership Fund for a capital funding grant of £250,000 (to assist in securing the freehold) and a revenue grant of £31,000 (to support initial running costs and transitional arrangements). A successful application is key to raising sufficient funds. To support our application, Weston SOS Limited has been granted a fully funded pre-application support package which includes advisor support and receipt of a pre-application grant of £9,950.

The outcome of the application, submitted on the 11<sup>th</sup> of October following a successful Expression of Interest in May, is expected in November/December 2023.

### Community Share Booster Fund

We are applying for investment from the Community Shares Booster Programme, having received an invitation to submit a full application following our expression of interest to the programme. Under this programme, up to £50,000 is available to match applications for shares from the public. Weston SOS Limited is applying to secure an equity investment from the Booster Programme for this offer. If successful, it would mean that for every pound invested by individuals up to £50,000, another pound will be invested in matched shares.

The match shares would be held by Co-operatives UK, a partner in the Community Shares Unit, and will be subject to the same terms and conditions as other Weston SOS Limited members, except for its right to withdraw share capital, which will be restricted to a pro-rata amount.

### Commercial Mortgage

If we are unable to reach our maximum target of £405,000 of Community Shares, the difference will be funded up with a loan or mortgage from a commercial finance provider. This is expected to be a capital repayment mortgage of up to £285,000 over a period of 25 years. We have estimated this at an initial interest rate of 6% rising to 8% over 10 years and an estimated arrangement fee of 1% of the loan amount.

Weston SOS Limited has made enquiries with lenders that specialise in community owned businesses including Triodos, Ecology, Co-op Finance and the Charity Bank and we are seeking to obtain a mortgage in principle as a priority. Many of these are responsible finance providers, also known as Community Development Finance Institutions (CDFIs).

### Other Grants and Donations

Weston SOS will also seek other grant and funding opportunities.

Some members of the local community or businesses may not wish to become members via the purchase of community shares and may wish to make a donation instead, which will be welcomed by Weston SOS Limited.

Donations can be made by cheque, bank transfer, or by visiting <https://www.justgiving.com/crowdfunding/weston-sos-donations>.

## The Business Bit

We're intending to purchase the complete business (Shop and Post Office), including the premises, stock, fixtures, and fittings from the current owner. Due to the self-employed status of the current owner, no cash balances or liabilities will be included in the sale. We intend to generally maintain the successful current product and service offering of essential groceries, hot and cold snack items, local produce, gift items from local cottage industries and the Post Office community contract offering full postal and banking services.

The current owner has provided Weston SOS with the previous financial accounts, with the last three years being shown below:

	2022	2021	2020
Sales (£)	195,735	224,666	173,315
Cost of Sales (£)	110,770	130,940	87,157
<b>Gross Profit (£)</b>	<b>84,965</b>	<b>93,726</b>	<b>86,158</b>
Gross Margin (%)	43%	42%	44%
Expenses (£)	(18,900)	(22,716)	(11,007)
Wages & Salaries (£)	(40,394)	(43,266)	(47,703)
<b>Net Profit (£)</b>	<b>25,671</b>	<b>27,744</b>	<b>27,448</b>

We intend to renovate the first floor flat to bring it up to modern standards of fire and sound insulation so that it can be let out at market rates, providing a regular source of income for the Society and local rental accommodation.

Through our survey we've also identified some opportunities for growth, which are detailed in our business plan.

Weston SOS Limited has produced financial projections for the three different community share raise scenarios of £105,000, £250,000 and £405,000 of community shares. A summary of the projections for our target of £250,000 of community shares is shown below.

Our projections are based on the following assumptions:

- Growth of shop turnover of 7.5% and Post Office of 5% per year (based on inflation at 5%) in Years 1-3, thereafter increasing with inflation.
- Mortgage finance available at an initial rate of 6%, rising to 8% over 10 years. This would be a capital repayment mortgage over 25 years.
- No withdrawal of shares within the first 3 years. From Year 4 onwards, targeting a share withdrawal rate of 4%.
- No interest paid on shares within the first 3 years. From Year 4 onwards, interest paid out at 5%.
- Renovation of the flat within 6 months of beginning trading to allow it to be rented at market rates from month 6 onwards.

- Successful COF capital grant application of £250,000 and success maintaining the current Post Office community contract.
- Assumed depreciation of the building/premises over 50 years in accordance with standard accounting practices, however in reality the Management Committee will consider having the freehold revalued periodically (every 3-5 years). The use of depreciation is used to spread the cost of purchasing the asset over multiple years, in this case, 50.

### Profit and Loss - £250k Community Shares

	Year 1	Year 2	Year 3	Year 4	Year 5
<b>Turnover</b>					
Shop	179,000	192,425	206,857	217,200	228,060
Post Office	27,400	28,770	30,209	31,719	33,305
<b>Total Sales</b>	<b>206,400</b>	<b>221,195</b>	<b>237,065</b>	<b>248,919</b>	<b>261,365</b>
<b>Cost of Sales</b>	<b>(127,090)</b>	<b>(136,622)</b>	<b>(146,868)</b>	<b>(154,212)</b>	<b>(161,922)</b>
<b>Gross Profit</b>	<b>79,310</b>	<b>84,573</b>	<b>90,197</b>	<b>94,707</b>	<b>99,442</b>
(Total Overheads)	(82,296)	(74,782)	(78,521)	(82,447)	(86,569)
Additional Income	66,585	31,335	31,335	31,335	31,335
(Total Depreciation/Amortisation)	(16,835)	(16,835)	(16,835)	(16,835)	(16,835)
(Interest total)	(8,630)	(8,755)	(8,864)	(21,456)	(21,092)
(Day 1 costs)	(16,200)				
<b>Net Profit before Tax</b>	<b>21,934</b>	<b>16,036</b>	<b>17,812</b>	<b>5,804</b>	<b>6,781</b>
(Tax)	(6,416)	(6,246)	(6,583)	(4,301)	(4,486)
<b>Net Profit</b>	<b>15,518</b>	<b>9,791</b>	<b>11,229</b>	<b>1,502</b>	<b>2,294</b>

### Balance Sheet - £250k Community Shares

	Year 1	Year 2	Year 3	Year 4	Year 5
Total Fixed Assets	614,215	597,379	580,544	563,709	546,874
Total Current Assets	45,762	57,213	66,553	67,097	57,801
(Total Current Liabilities)	(253,703)	(242,284)	(226,424)	(220,365)	(203,810)
<b>Net Current Assets</b>	<b>(208,941)</b>	<b>(185,072)</b>	<b>(159,872)</b>	<b>(153,268)</b>	<b>(146,009)</b>
(Total Long-Term Liabilities)	(139,756)	(136,999)	(134,135)	(131,151)	(128,031)
<b>Net worth</b>	<b>265,518</b>	<b>275,309</b>	<b>286,538</b>	<b>279,290</b>	<b>272,834</b>
<b>Reserves</b>					
Retained Earnings	15,518	25,309	36,538	38,040	40,334
Community Shares	250,000	250,000	250,000	241,250	232,750

Our financial projections and modelling show the ability for the Society to operate as a viable business and to meet our objectives regarding payments of interest on shareholdings and share withdrawals.

Additional information and more detailed financial projections of the different share raise scenarios can be found in our business plan which can be downloaded from [www.weston-sos.org](http://www.weston-sos.org). A limited number of printed copies will be available in the Weston Pantry.

## The Share Offer

This offer is an opportunity to buy withdrawable shares in Weston SOS Limited. These shares (unlike transferable shares in Companies) cannot be sold or traded to someone else but can be withdrawn subject to the Rules of the Society. In the event of death, the shareholding can be passed on to an heir. A nomination of someone to receive the shares in the event of death, can be made on the application form.

We have modelled to allow 3-5% of shares to be withdrawn per year following a 3-year initial period of no withdrawals. The withdrawal target is subject to the outcome of the share offer and financial performance, and we may need to suspend the withdrawal of shares in some years.

The value of the shares cannot increase, although in certain circumstances, subject to the Rules of Society they can reduce in value.

This offer is open to applications from individuals, joint memberships, corporate bodies, or unincorporated groups who support the mission of Weston SOS Limited. Joint memberships, corporate bodies and unincorporated groups must nominate an individual to exercise the rights of the body or group as a member. Members and appointed representatives must be over the age of 18. Members must buy a minimum of 100 shares costing £1 each.

An application does not guarantee that shares will be issued, or if they are, that the number of shares applied for will be issued. The Management Committee reserves the right to refuse applications and/or limit the allocation of shares.

The share offer will run from 1<sup>st</sup> November 2023 to 13<sup>th</sup> December 2023.

In the event we are just short of one of our targets, the Management Committee reserves the right to extend the offer for a short period.

In the event we are oversubscribed for a particular target, we will prioritise applications in a way that reduces the size of individual shareholdings and maximises the number of local members of the Society to increase our member representation from the local community.

In the event that we are unsuccessful in hitting our minimum target, we are unable to raise sufficient additional finance to secure the Shop and Post Office or we are unable to proceed with the purchase (e.g. unable to transfer Post Office contract), or we are not awarded the Community Ownership Fund grant, we will notify applicants and if we are unable to proceed all monies will be returned (bank transfer or cheque).

We will not expose applicants' money to risk or spend it before shares are issued on successful completion of the share offer and we are confident that we are able to proceed with the purchase.

## Your Potential Financial Return

The primary purpose of the investment is to achieve the community benefit (of keeping the Shop and Post Office in Weston) rather than to generate profit for investors. To ensure this, the payment of interest on withdrawable shares in Community Benefit Societies is limited by the Financial Conduct Authority such that it is "sufficient to attract and retain the investment". The agreed rate shall not exceed 5% or 2% above the base rate of the Bank of England, whichever is the greater.

Our financial modelling indicates that we will be able to pay interest on member's shares at a rate and initial interest holiday period in accordance with the amount raised during our share offer, as follows:

- **£105k:** Expected interest of 3% paid out from Year 4 onwards.
- **£250k:** Expected interest of 5% paid out from Year 4 onwards.
- **£405k:** Expected interest of 5% paid out from Year 2 onwards.

The more we can raise through our community share offer, the more we will be able to pay out in interest to the community, rather than paying interest to a commercial bank or finance provider and saving money for the Society in the process.

The payment and rate of interest on shares is subject to the financial performance in the previous year and at the discretion of the Management Committee, in accordance with our Rules. If the Society is not profitable it will not pay interest on shares. The payment of interest will subject to a vote of the members at the Annual General Meeting (AGM).

### Share Withdrawal

We have modelled to allow for the gradual of withdrawal of shares over time after an initial suspension of withdrawal of 3 years to allow for the Society to achieve financial stability. The ability to withdraw shares is not guaranteed and is subject to sufficient reserves being available from trading profit or the issue of additional new shares at the discretion of the Management Committee.

### Tax Relief (SEIS / EIS)

Previously Weston SOS Limited believed that SEIS or EIS Tax Relief would be available to investors, unfortunately as this is a purchase of an existing trading business (i.e. an acquisition including assets, goodwill and post office contract), the share offer is **not** eligible for the SEIS or EIS tax relief schemes. Members will not be able to claim tax relief.

### Your Role

Members of the local community that become shareholding members are expected to support the Shop and Post Office, playing an important role in promoting it and using it to ensure its long-term success.

Investor members own and control the Society and are responsible for electing the Management Committee, taking an active interest in the Society and reviewing the performance of the Society at the Annual General Meeting (AGM). Members are also able to stand for election to the Management Committee.

Each member will be entitled to one vote, regardless of the size of their shareholding. This is in contrast with shareholdings in regular limited companies where investors are entitled to one vote per share.

For more detailed information of the governance arrangements, please refer to our Rules, which can be downloaded from the FCA Mutuals register (<https://mutuals.fca.org.uk/Search/Society/31470>) or our website ([www.weston-sos.org](http://www.weston-sos.org)).

### How to Apply

Members of the local community and other interested parties are encouraged to apply for community shares. Successful applicants will receive share certificates and their details and holdings will be recorded in a share register to be kept by the Society.

You can apply for shares via the following means:

1. Complete the paper application form at the end of this share offer document and return it, along with your payment (you can pay by cheque or bank transfer) to Weston SOS Limited, 12 Church Close, Weston-on-the-Green, OX25 3QT or by handing it in at the Weston Pantry.
2. Apply on-line via our website at [www.weston-sos.org](http://www.weston-sos.org).
3. Via the Crowdfunder platform at <https://crowdfunder.co.uk/p/weston-sos>.



## Application Form

I, as an individual / joint membership / organisation (*delete as appropriate*), wish to become a member of Weston SOS Limited in accordance with the Rules of the Society and apply for withdrawable shares to the value of:

£20,000     £10,000     £5,000     £1,000     £500     £100

(Minimum £100 of shares, Maximum £40,000 of shares)

or other (please state the amount):

£ \_\_\_\_\_

### Contact details

Name: \_\_\_\_\_

(or name of appointed representative for Joint/Organisation application)

Address: \_\_\_\_\_

Postcode: \_\_\_\_\_

Phone Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

Nominee: \_\_\_\_\_

(name and address of someone to receive your shares in the event of your death)

### By submitting this application, I agree that:

- I am aged 18 or over
- I have read and understood the share offer document, including the risk factors.
- I agree to be bound by the terms and conditions included in the share offer document and the Rules of Weston SOS Limited.
- I understand that the Management Committee of Weston SOS Limited may reject my application for any reason which may not be disclosed.
- I consent to receiving formal notices by email and links to formal documents on Weston SOS Limited's website.

### Terms and Conditions

The data provided by you on this form will be stored on an electronic database. This data will be used for Weston SOS Limited's purposes and will not be disclosed to any third party other than required by any statutory duty. By applying for these shares, you agree to all the information disclosed here being held a computer database in compliance with current data protection legislation. Your rights over this data can be found in our privacy notice here [www.weston-sos.org/privacy-policy](http://www.weston-sos.org/privacy-policy).

It is a condition of the offer that to ensure compliance with the Money Laundering Regulations 2003, Weston SOS Limited may, at its absolute discretion, require verification of identity of any person seeking to invest.

### Submitting Your Application Form

Please send your completed application form and payment to Weston SOS Limited, 12 Church Close, Weston on the Green, OX25 3QT or by handing it in to the Weston Pantry.

Cheques:        Made payable to 'Weston SOS'.

Bank Transfer: Name - 'Weston SOS', Sort code - 30-99-50, Account number - 62365560.

Please include your initials and postcode as the reference for any payments.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_