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SHARE PROSPECTUS

Invitation to subscribe for shares in Broadband for the Rural North Ltd

(trading as B4RN)

The Society

Broadband for the Rural North Ltd (known as B4RN) is an Industrial and Provident Society, registered under the Cooperative and Community Benefit Societies Act 2014 (registration number 31352R).

B4RN is overseen by a Board of Directors who are answerable to the Society's members. B4RN's audited accounts and statutory returns are available to view on the Mutuals Public Register Mutuals Public Register: Broadband for the Rural North Limited

The Society aims to:

- Provide high-speed broadband to domestic and business premises located in the rural areas of the UK, especially those areas which receive inadequate broadband service;
- Promote the take-up of broadband, the Internet and the use of information and communication technology;
- Provide an opportunity for public-spirited people and organisations to contribute financially to the Community, with the expectation of a social dividend, rather than personal financial reward.

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

B4RN's Network

Since 2011, B4RN has steadily developed a broadband network covering parts of Lancashire, Cumbria, Northumberland, North Yorkshire, Cheshire and Norfolk. B4RN is continuing to add new communities to the network. Each community project must support itself financially through income from UK Government vouchers, charitable grants and the purchase of new shares from within the community.

All shares are in B4RN, the company, and give the investor a 'share' in B4RN and the opportunity to support our ideals of Community builds. If required, investments may be "tagged" to an area of build, and we do our best to respect that wish. Each build has a funding target which has to be met by the combination of investments and charitable and UK Government grants.

If the amount raised exceeds the funding target, then it is used to support other build areas that are struggling to raise their project funding. Not all areas are equally affluent, and some face bigger fundraising challenges than others. Each build Community has its own identity, but is also part of the bigger B4RN Community, and mutual help and support is key.

Investment and membership of B4RN

Shares in B4RN may be held by individuals, jointly (up to four named people as one joint shareholding), or by organisations, or by an individual on behalf of a child under 16. All shares are "withdrawable shares" and can only be sold back to B4RN. They have no potential for capital gains and will only be redeemed at face value.

Each share in B4RN has a nominal value of £1. The maximum allowable shareholding is £100,000 worth of shares, unless the shareholder is registered as an Industrial and Provident Society, in which case they can hold more than 100,000 shares.

A member is entitled to one vote at General Meetings irrespective of the number of shares they own. For clarity, 100 or more shares held jointly constitutes one (joint) member. Any shareholder investing in 100 or more shares is a member of B4RN and is entitled to vote at General Meetings and become involved in the strategy of the Society.

The Society operates a share purchase instalments scheme, subject to acceptance, to help an individual to purchase the minimum shareholding to become a member.

Annual interest is paid at a rate which is determined by the Board of Directors after taking into account the financial position of the Society and Financial Conduct Authority rules. At present, the rate is 5%, which is paid in the form of additional shares credited to the investor. Where shares are held jointly, all correspondence and apportioning of interest will be directed to the first-named person, and reporting to HM Revenue & Customs will reflect this. This shareholder will also vote on behalf of their joint membership at General Meetings. Where shares are held by an organisation, the organisation's representative will receive all correspondence and will vote on behalf of the organisation at General Meetings.

For anyone considering investing in shares in B4RN, the 'Rules of Broadband for the Rural North Limited' document, which details the rules of the Society, and how shares are managed in detail, is available to download from the B4RN website: www.b4rn.org.uk or by emailing shareregistrar@b4rn.org.uk.

Withdrawal of Investment

An investment must be held for three years before it can be withdrawn. From Year 4 onwards, shareholders may apply to withdraw their investment.

To fund withdrawal requests, the amount available will be subject to the Society's trading position and will be at the discretion of the Directors, so there is no guarantee that there will be sufficient funds put aside in a particular year to meet all demands for withdrawal. Priority will be given to those investors wishing to withdraw their end-of-year interest payments. The B4RN end-of-year is the 31st March, and these will always be paid if requested within 2 months of that date. Any remaining requests will be handled on a first-come, first-served basis until the withdrawal fund is exhausted.

In rare cases, the Board may consider requests for early redemption, but approval is not guaranteed. Please be aware that we typically expect investments to be held for a minimum of three years. If you find yourself in a situation where you need early redemption, you can ask the Shares Registrar to request that the Board consider your Special circumstances.

Shares application form

B4RN publish four versions of the application form (one for individuals, one for joint membership, one for associations, and one for businesses). For clarity, the term 'association' refers to a group of people affiliated to, and investing on behalf of, an organisation that does not trade (does not buy and sell goods and services). The version of the application form for businesses is for organisations that trade, such as companies, partnerships and sole traders, and other business types such as charities and registered societies.

Investors will need to fill out the appropriate one, sign it and return it to B4RN.

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