

LOW CARBON CHILTERNNS CO-OPERATIVE LTD
28 SANDELSWOOD END, BEACONSFIELD, BUCKS HP9 2AE

..helping the community to save energy & generate its own clean power...



Low Carbon Chilterns

Public Share Offer

YOUR opportunity to fund a solar PV panel installation on Castlefield Community Centre, High Wycombe, through membership of the Low Carbon Chilterns Co-operative Ltd



Share issue Offer

20,000 shares

at £1 per share

Offer opens

6 November 2015

at 8.00pm

Offer closes

20 November 2015

at 5.00pm



CHAIRMAN'S LETTER

Dear Potential Investor

This Share Offer Document, which sets out a unique opportunity for you, to invest in a co-operative which will install energy saving and generation equipment into our local community buildings (eg schools, churches, youth clubs and village halls). This will enable you to:

- Support your local community buildings financially and in their sustainability work.
- Reduce energy use and generate renewable energy, helping tackle energy costs, energy security and climate change.
- Receive a reasonable and fair return on your investment, in the form of interest over the lifetime of the investment.
- Potentially receive income tax relief equal to 50% of your initial investment under the Seed Enterprise Investment Scheme (SEIS).

LCCC channels local community-minded investors' funds into making energy improvements, and energy cost reductions, for the community buildings that serve them; and at the same time makes a sufficient margin to pay a reasonable return to its investor members.

The amount of share capital that we seek, £20,000, will be applied to our first project, installing solar PV panels with a peak capacity of 20kw, on the roof of Castlefield Community Centre, Rutland Avenue, High Wycombe HP12 3LL.

As an investor you will be able to see your money in action every day in the community building - reducing operating costs and carbon emissions too. You can make a difference. The Co-operative also has broader goals: to engage the community and to generate renewable energy.

We think the co-operative structure will appeal to those of you who may not have considered this type of investment before; it also works as a long-term investment that can span the generations. Parents and grandparents can invest in the Co-operative now for their children and grandchildren; or can invest on their own behalf now and give their investment to their children and grandchildren under their will.

The Offer will close when fully subscribed or on 20 November 2015.

How to invest

An Application Form with details of how to invest is attached at the end of this Share Offer Document. The minimum investment for this share offer is £50 and the maximum investment is £20,000. Confirmation has been sought from HM Revenue & Customs that the share issue qualifies for SEIS tax relief. Please read this Share Offer Document and consider the risks. I look forward to welcoming you as a new member of LCCC and to thanking existing members for their continued support.



Mark Brown, Chairman

6 November 2015



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..helping the community to save energy & generate its own clean power...

THE LOW CARBON CHILTERNNS CO-OPERATIVE

The Low Carbon Chilterns Co-operative Ltd (LCCC) is a local member-owned & run, not-for-profit, community organisation helping the community to save energy & generate its own clean power.

It was set up in November 2011 as an Industrial Provident Society (IPS), registered (no 31454R) and supervised by the Financial Conduct Authority (FCA).

LCCC's aim is to organise the installation of energy saving and generation measures on community buildings. LCCC does this by taking advantage of income streams and assistance from the Governments' Feed-in tariff, and by mobilising individual Chilterns community members' investments to finance the work required on each building.



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1. FINANCIAL OFFER AND TIMETABLE

The Share Offer will remain open until Friday 20 November 2015 (but will be closed early if the Maximum Capital is raised). The Management Committee expects the following timetable to apply. The Co-operative has a 31 December year-end.

2015

20 November	Offer Period ends (unless closed early or extended)
24 November or earlier	Monies returned on unsuccessful applications, or if the Share Offer does not raise the Minimum Capital required.
25 November or earlier	Share certificates posted

2016

March	Financial accounts prepared for 2015
April	AGM

2017

March	Financial accounts prepared for 2016
April	AGM
31 May	Payment of share interest to LCCC members (in respect of 2016 financial year), subject to the approval of LCCC's Management Committee

2. SUMMARY

2.1 Purpose of this Summary

This Summary provides an overview of the Offer. It conveys the essential characteristics of, and risks associated with, investing in LCCC and the Offer Shares. Any decision to invest in the Offer Shares should be based on consideration of the Offer Document as a whole.



2.2 The business of LCCC and the purpose of this Share Offer

LCCC is making this Share Offer to raise capital to invest in low carbon energy saving and generating measures on and in community buildings, taking advantage of Government incentives where possible. Unlike other low carbon co-operatives, LCCC aims to provide a whole building solution, although in many situations the investment will be for Photovoltaic cells. Photovoltaic cells generate electricity and can be located on the roofs of local Community buildings.

The feed-in-tariff (FiT) is a government incentive designed to encourage people to invest in small-scale low carbon electricity generating technologies such as solar photovoltaic arrays. In return for generating renewable electricity the Government guarantees money for every kWh generated. Moreover, renewable electricity generators receive money for the electricity that is not used on site but is exported back to the grid.

2.3 Investing the capital raised

If the Co-operative raises the Minimum Capital required of £20,000 it will install photovoltaic cells at **Castlefield Community Centre**, Rutland Avenue, High Wycombe HP12 3LL. The Centre (www.castlefield.info) is managed by the Karima Foundation. The equipment will be insured against loss or damage. The Co-operative will have public liability insurance but is not insuring against any loss of income if the panels are damaged and the electricity they generate is interrupted.

2.4 Investor returns – interest and return of capital invested

Investors in the Co-operative will receive a return on their investment initially anticipated to be 3% per annum; though this may reduce or increase at the discretion of the Management Committee. For Co-operative members who receive SEIS tax relief (which, if granted, reduces their income tax liability by an amount equal to 50% of the amount invested by them) a 3% return is worth 6% on the amount invested net of tax relief.

The investment in principle is for 20 years, and is for a minimum of three years in order to remain a qualifying investment for SEIS tax relief. Co-operative members do not have the right to withdraw share capital but the Management Committee has the power to permit, or require, shares to be withdrawn. After five years, the Co-operative's present intent, if it has sufficient funds, is to make available 5% of its capital for repayment to investors, and thereafter annually for the next 11 years, subject to having sufficient funds. 10% of the capital will be repaid in each of the last four years of the 20-year scheme. Priority will be given to those who wish to receive their investment back in full, with the balance being used to withdraw (ie redeem) shares from all investors pro-rata to their original investment.

The effect of returning capital in this way is to increase the return for long-term shareholders on the capital they have remaining invested in the Co-operative and to return all capital by the end of 20 years.

2.5 Investing for children and grandchildren

As a long term investment with an increasing return which can span the generations, parents and grandparents can invest in the Co-operative now for their children and grandchildren; or can invest on their own behalf now and give their investment to their children and grandchildren in their will.

2.6 Other Investment considerations – making a difference in our community

Investing in LCCC will not only provide a reasonable return, but is also an ethical and environmental investment. The Co-operative enables investors to make a real contribution to the development of



renewable energy and energy cost and carbon emission reduction in their community and to the UK's response to climate change and energy security, while supporting the local community financially and in their educational, sustainability and community work.

Investors enable our community through self-help to act to make a difference. Not only will the community buildings receive benefits, they will also receive an excellent educational resource with monitors and data feeds. In some cases improvements will be made to their buildings or electricity supply during installation to enable them to participate.

2.7 Tax benefits on investment under the Seed Enterprise Investment Scheme ('SEIS')

LCCC has applied successfully for advance assurance from HM Revenue & Customs that the Offer Shares will qualify for SEIS tax relief; however on 26 October 2015 the Government has indicated that SEIS relief will be removed for community energy schemes requiring subsidy for any investment made on or after 30 November 2015. SEIS offers various benefits to qualifying investors: qualifying income tax payers who invest and hold their shares for at least three years should receive 50% tax relief on their investment and qualifying capital gains tax payers can defer any tax due.

There are certain restrictions affecting the investor, the main one being that the SEIS investor cannot be 'connected' with the company. An investor will be connected with a company:

- If the investor and the investor's associates' interest in the company exceeds 30%. 'Interest' includes the company's share capital, voting rights or assets on a winding up;
- If the investor or any of the investor's associates is an employee of the company – note that there is no restriction on being a director of the company.

An investor's associates for these purposes include: spouses, civil partners, children, grandchildren, parents, grandparent or partners in any business partnership of which the investor is a member or companies, which the investor controls. Brothers, sisters, nephews, nieces, uncles and aunt are not considered to be associates for this purpose.

2.8 Management Committee, and their investment in the Co-operative

The Management Committee is experienced, and includes skills in development of community owned energy, finance, law, property, construction, education and community development.

Members of the Management Committee intend to invest substantially for shares in this offer, on the same terms as other members of the Co-operative.

2.9 How to Invest

An Application Form, with details of how to invest, is attached at the end of this Share Offer Document. The minimum investment is £50 and the maximum investment is £20,000 – though please note the reference to associates in note 2.7 above if you want to be eligible for SEIS.

2.10 Risks

All investment and commercial activities carry risk. Investors should take appropriate advice and make their own risk assessment whilst also bearing in mind the financial, social and environmental aspects of investing



in LCCC. Your attention is drawn to the risks identified on Section 3, which you should take into account before investing. In particular you should appreciate that:

- a) Shares in the Co-operative are not transferable so you will not be able to sell them, except back to the Co-operative. LCCC intends that you receive the same price that you paid for them; but this will depend on the financial position of LCCC at the time;
- b) The principal source of income of LCCC is from various Government initiatives, and the Co-operative's profitability is dependent on these continuing to be paid in accordance with current legal regulations and future Governments honouring this obligation; and
- c) Descriptions of possible returns are illustrative only and necessarily based on informed assessments relating to variable, changeable and uncertain factors.

2.11 LCCC as a co-operative

LCCC is owned by and managed for the benefit of its members, who are protected by limited liability status. Its constitution is in the form of rules approved by and registered with the FCA. As a co-operative, LCCC is committed to high ethical standards and by the values of co-operation and democracy as well as a commercial ethos.

Constitutionally, key characteristics of LCCC are:

- There is a single class of shares with a nominal value of £1;
- All members have one vote regardless of how many shares they hold;
- No member, except an Industrial & Provident Society, may hold more than 100,000 shares;
- The Management Committee is elected by the members;
- Only members are eligible to serve on the Management Committee;
- Shares are transferable only on death and are not tradable;
- At the discretion of the Management Committee members can withdraw shares and the Management Committee may require shares to be withdrawn as part of a return of capital to all members in proportion to their shareholding.

3. RISK FACTORS

All investment and commercial activities carry risk, and although the members of the Management Committee consider that investment in the Co-operative is lower risk than many forms of investment, because it will benefit from a secure inflation linked income stream over 20 years and electricity generation from energy saving and generation equipment is a comparatively low risk business, there are still underlying risks. Investors should take appropriate advice and make their own risk assessment whilst bearing in mind the social and environmental aspects of this investment opportunity. An investment in shares is an investment in a trading business, not a loan or deposit. Attention is drawn to the following risks:

- If LCCC goes into administration, members will lose their investment.
- Your Shares will not be tradable. Your Shares can be withdrawn (ie redeemed by the Co-operative) in accordance with the Rules but may not be withdrawable at short notice or when you wish to do so. If the Co-operative lacks sufficient cash to enable Shares to be withdrawn when desired, withdrawal may be delayed. Investment in the Shares should be seen as a long-term investment.



- Changes in legislation, especially to the value of the Government initiatives, may affect the Co-operative's income.
- The planned installations may be delayed or prove not to be practicable for technical, capacity, financial, planning or legal reasons.
- There may be loss or damage to the equipment, maintenance to roofs and buildings, or mechanical or electrical equipment failure that interrupts generation of electricity or heat, reducing the Co-operative's income.
- The target interest payment is not guaranteed.
- While it is the intention of the Co-operative to seek to qualify under the SEIS, there can be no guarantee that this status can be achieved or maintained.
- Equipment purchased by the Co-operative is supported by guarantees from companies believed by the Co-operative to be financially strong; but equipment suppliers, contractors, community buildings, purchasers of electricity or other contracting parties with the Co-operative could fail to meet their obligations.
- The target returns stated in this Offer Document are based on financial modelling incorporating best estimates of a range of variable, changeable and uncertain factors, having due regard to historic evidence and the experience gained by the Management Committee including RPI, hours of light and sunshine, typical temperatures, operational costs, the reliability of the equipment installed and replacement and repair costs.
- Base interest rates rise and investor expected returns increase.
- Loss of key personnel and voluntary resource.

With regard to the specific installation of solar photovoltaic panels at Castlefield Community Centre, High Wycombe, there are the following additional risks:

- The surveys of the roof structure and of the grid connection may reveal that additional expenditure is required, making the investment less attractive or not financially viable.
- The obtaining of a grid connection to facilitate completion of the installation within the time constraints for the higher Feed-in-tariff.
- The need for unforeseen expenditure may arise during the installation process, which may make the investment less attractive or not financially viable.
- LCCC and Karima, the operators of the Centre, may not be able to agree a lease arrangement acceptable to both parties, and it may not be possible to come to a suitable arrangement with Wycombe District Council, which currently owns the site.



Shares in the Co-operative are not regulated investments for the purposes of the Financial Services Act 1986 and therefore you do not have the protection provided by that Act. This Share Offer does not need approval and has not been approved by an approved person under the Financial Services Act. This Share Offer is exempt from regulation under the Financial Services and Markets Act 2000 and regulations made under it, so there is no right to complain to an ombudsman. This Share Offer is not regulated by the Prospectus Regulations 2005, which do not apply because there is a specific exemption for fundraising by co-operatives. The Co-operative is registered with but not authorised by the Financial Conduct Authority and therefore the money you pay for your Shares is not safeguarded by any depositor protection scheme or dispute resolution scheme.

4. OUR TEAM

4.1 The Co-operative's Management Committee

Mark Brown, Chairman

Mark is a former Chartered Mechanical Engineer with a Masters in Industrial Engineering. He is Director of his own IT Consultancy and co-founded Transition Town High Wycombe in 2008. Mark was their Chairman for three years before becoming Energy Group Coordinator. He presented alongside Transition-founder Rob Hopkins at Ecobuild 2010. Mark and family live in their High Wycombe 'Superhome' which they retrofitted to reduce their carbon footprint by 90% and reduce running costs by 90%.

Robert Hall, Company Secretary

Bob is a consultant in telecommunications regulation, living in Jordans. He started Low Carbon Jordans in 2009 and has previously been Chairman of the British Trust for Conservation Volunteers, a member of the Council of the National Trust and a Board Member of the Groundwork Foundation. He has expertise in telecommunications, business strategy and running community organisations.

Ian Arnold, Treasurer

Ian is a Chartered Accountant and lives in Beaconsfield. He has spent most of his career as Director of Corporate Finance for Howden Joinery Group Plc. Currently he is Deputy Chairman/CFO of Gardner Watts Ltd, an R&D company in low-carbon energy; Honorary Treasurer and Council member of the Shellfish Association of Great Britain; Honorary Treasurer to the UK Associates of the Bermuda Institute of Ocean Sciences; and a director of the Howden Joinery Pension Plan Trustee Ltd.

Dr. Samantha Free

Sam lives in Amersham and had a career in Medical Physics at UCL London. She has an MSc in Architecture: Advanced Environmental and Energy Studies, Centre for Alternative Technology. She is a founder member of Amersham in Transition and has expertise in renewable energy systems, sustainable buildings and public communications.

Ian Hunter

Ian is a retired IT Consultant living in Amersham. He has had a multi-disciplined career with various roles of responsibility in numerous business and marketing situations and in service delivery to large global corporations. His speciality is in project management having managed large IT service projects. He has a degree in Chemical Engineering and in Commerce.



All of the members of the Management Committee have been involved in actions at work, at home and our communities, on sustainability, 'transition' from fossil fuel use and low carbon energy. These were spurred by our shared concern that these issues threaten the planet's future, that the need for action is urgent, and is everyone's responsibility.

4.2 Other matters relating to the Management Committee:

a) Management Committee's Declaration

LCCC and each of the members of the Management Committee are responsible for the information in this Offer Document and have taken all reasonable care to ensure that it contains sufficient information for potential investors to make a proper financial assessment of this Share Offer and that it is accurate and does not omit anything material to that assessment.

b) Investment in the Co-operative by those connected with the Share Offer

The members of the Management Committee are committed to the success of the Co-operative's business, the ethos it represents, the ability of a community to make a difference by their own actions and the financial, environmental, educational and community returns it delivers. They intend to invest substantially under the Share Offer on the same terms as other members.

c) The members of the Management Committee are unpaid

The members of the Management Committee of LCCC are unpaid for their Management Committee work. They are acting as members of the Management Committee because they are committed to the success of this business, the ethos it represents, the ability of a community to make a difference by their own actions and the financial, environmental, educational and community returns the business delivers. Except for the reimbursement of properly incurred expenses, there are no other financial benefits for working on the Management Committee.

d) Management Committee practices

Members of the Management Committee serve in accordance with the Rules. There are no service contracts for them. At the first and each subsequent annual general meeting one third of the Management Committee will retire although may be re-elected. Co-operatives are democratic organisations and the Management Committee is appointed by the Co-operative's members on the basis that each member has one vote, regardless of the number of shares held.

5. THE CO-OPERATIVE AND TAX RELIEF

5.1 What is a co-operative?

LCCC is a co-operative formed under the Industrial and Provident Society Acts. It is a company with limited liability and has a Management Committee appointed by members. The main differences with a company are that a co-operative is a democratic organisation, with each member having one vote regardless of their shareholding; and it is an ethical organisation and a social enterprise not a profit maximising organisation. It seeks to pay a fair return to members on capital invested, and a sufficient return to attract and retain that capital, but is also motivated by broader community objectives and the values of the co-operative movement.

The maximum individual shareholding in any co-operative is £100,000. Co-operatives raising funds have a privileged position in that (if the shares are not transferable) they are exempt from regulation under the



Financial Services and Markets Act, which enables share offers to the community to be undertaken at a much lower cost and with much less regulation than is the case with a PLC.

5.2 Taxation and SEIS Relief on the Offer Shares

LCCC has applied successfully for advance assurance from HM Revenue & Customs that the Offer Shares will qualify for SEIS relief. However on 26 October 2015 the Government has determined that SEIS relief will be removed for community energy schemes requiring subsidy for any investment made on or after 30 November 2015.

SEIS relief offers various tax benefits to investors. The relief is 50% of the cost of the shares, to be set against the individual's income tax liability for the tax year in which the investment was made. This is conditional on the Shares being held for at least 3 years, and on the individual's Share value not exceeding 30% of the total share value issued. Various other conditions may apply, and some other tax reliefs may also be available under the scheme.

For full information Investors should consult the latest HMRC advice on the SEIS scheme. Investors cannot assume that these benefits will automatically accrue on investment in LCCC; investors should take advice from an appropriate professional adviser on their own individual circumstances.

The Management Committee will reasonably seek to conduct the business of LCCC so that it qualifies under the SEIS; but there is no guarantee that it will be able to do so. If the Co-operative does not comply with the requirements of SEIS for the qualifying period, the tax reliefs will not be applicable.

6. FINANCIAL INFORMATION

6.1 Commencement of trading

LCCC will commence trading as soon as it raises the Minimum Capital of £20,000.

The proceeds of the Share Offer will all be applied to install energy saving and generation equipment the Castlefield Community Centre.

6.2 Income

The Co-operative's income will come from various Government incentives.

1. The Feed-in tariff (that is a payment made by the electricity industry to a generator which generates renewable electricity such as from solar panels) is presently paid at the rate of 11.3p per kilowatt hour generated for installations of the size the Co-operative intends to install; and is increased on 1 April in each year by the rate of inflation in the previous calendar year. This payment may fall to 3.94p per kilowatt for installations after 31 December 2015; at which point the project becomes uneconomic. The Feed in Tariff rate was reduced to 11.3p for installations completed after 1 January 2015, but LCCC has received preliminary accreditation for this project, which guaranteed a Feed in Tariff of 12.13p if the installation is completed by 30 November 2015. The financial projections assume that panel installation will not be achieved by this date, although successful installation by this date will only improve the projections. It is nevertheless critical to this project that the panels are installed by 31 December 2015. We have applied for preliminary accreditation for a second time to extend this deadline to September 2016, although we are not certain of this application being successful.



2. The export tariff is paid at the rate of 4.85p per kilowatt and, for an installation of this size, it is accepted that 50% of the kilowatts produced by the cells will be eligible for this incentive.
3. The electricity actually consumed by the Community Centre will not be charged to the Community Centre and this is their reward for allowing LCCC to utilise their roof.

Solar panels generate most electricity, and therefore income, in the summer. The output of solar panels gradually reduces over time, and this effect is reflected prudently in the Co-operative's projected income.

6.3 Expenses

Expenses represent the cost of administering the Co-operative (such as preparing accounts, insurance and shareholder communications); monitoring, maintaining and repairing the equipment; operating a sinking fund for inverter replacement where applicable (the inverters are the part of the solar panel system which convert the direct current electricity generated by the panels to alternating current electricity for use by the community buildings and for export to other users via the electricity grid); and depreciation. The inverters are the only part of the solar panel system that are likely to need replacing and each is budgeted to be replaced once.

The Co-operative is seeking to minimise its operating costs to the lowest reasonably practicable level. The Management Committee will not be paid and the Co-operative will seek further volunteers in its work. The Co-operative's business is very straightforward and involves few transactions and very reliable equipment.

6.4 Interest

Investors in the Co-operative will receive a fair return on their investment intended to be sufficient to obtain and retain enough capital for the Co-operative's business requirements. The Co-operative will not pay dividends but will pay variable interest annually in arrears on the balance of each member's shareholding, reflecting financial performance in the previous year. The interest is paid gross and income tax is not deducted at source.

Interest is anticipated to be 3% per annum on the sum invested and to be at similar rates thereafter. The Co-operative anticipates holding its annual general meeting in April each year and distributing share interest shortly afterwards, with the first payment being made on 31 May 2017, representing the period from investment to 31 December 2016.

6.5 Payment of SEIS tax relief to investors

If the Co-operative qualifies for SEIS relief those of its shareholders who qualify for SEIS and pay income tax should receive tax relief under the SEIS representing 50% of the sum they invested. For Co-operative members who receive SEIS tax relief a 3% return is worth 6% on the amount invested net of tax relief.

6.6 Taxation payable by the Co-operative

The Co-operative does not anticipate having any significant liability for tax as it should receive capital allowances on its capital expenditure on energy saving and generation equipment and because interest paid to members is tax deductible. The Co-operative has registered for VAT.

6.7 Repaying the money you invest

The investment in principle is for 20 years, and is for a minimum of three years in order to retain SEIS tax relief. At the end of 5 years the Co-operative's present intent is that, if it has sufficient funds available, 5% of



the original capital, and each year thereafter for the next 11 years a further 5% of the original capital, will be made available to enable investors to withdraw shares, giving priority to those who wish to receive their investment back in full, with the balance intended to withdraw shares (ie buy shares back) from all shareholders, pro rata to their original investment. 10% of capital will be repaid for each of the remaining 4 years of the scheme's life. The effect of returning capital is to increase the return for long term shareholders on the capital they have remaining in the business, to encourage them to retain capital in the business.

Shares may only be withdrawn if the Management Committee, in its absolute discretion, consents and is also subject to availability of funds and the Co-operative's Rules. Except in cases of hardship, the Management Committee will only permit shares to be withdrawn on 31 December in each year starting in 2021 and applications to withdraw shares will generally be dealt with on a "first come first served" basis. Interest will be generally paid in respect of the member's shareholding at 31 December prior to the withdrawal of any shares on that date.

6.8 Financial projections and assumptions

The financial projections set out below are based on the following principal assumptions:

- Installations will all be undertaken in accordance with the timetable.
- The Feed-in tariff rates continue in accordance with the regulations that currently apply to them.
- Inflation is 2%; export electricity prices are assumed to increase at 1% per annum higher than underlying inflation (note a higher rate of inflation improves the financial performance of the Co-operative if electricity is sold to the consumer).
- Electricity output is in accordance with professional estimates
- Panel degradation is assumed to be better than supplier's guarantee with a drop in output in first 10 years no worse than 6% and in next 10 years no worse than a further 8%.
- Inverters are expected to require replacing once in 20 years, and inverter prices are expected to fall in real terms by 50% over 10 years resulting from improvements in manufacturing technology. The remaining equipment has minimal moving parts and is considered to be highly reliable..

Appendix One covers the 'base case' highlighted above.

Appendix Two covers the 'underperformance case' with output being 10% lower than professional estimates.

6.9 Borrowing

The Co-operative does not intend to have any long-term borrowings but may borrow comparatively modest sums (as a proportion of its capital) on a short to mid term basis for business purposes such as (i) funding any VAT due, pending its repayment; (ii) completing an installation at a community building if funds raised are insufficient (iii) repairs and replacements above budgeted amounts and (iv) enabling share capital to be withdrawn.

7. FURTHER INFORMATION

7.1 The Co-operative

LCCC is a co-operative incorporated by the Financial Services Authority under the Industrial and Provident Societies Act 1965 on 7 November 2011 with number 31454R. Its registered office is at 28 Sandelswood End, Beaconsfield, Bucks HP9 2AE. Its financial year-end is 31 December.



7.2 Adoption of co-operative principles

LCCC is an ethical social enterprise. As a co-operative LCCC will, whilst trading as a profitable commercial organisation, strive to promote co-operative values of self-help and self-responsibility, democracy and equality, honesty and openness, social responsibility, autonomy and independence, member economic participation, opportunities for education, concern for community and the environment, and co-operation among co-operatives.

7.3 Major shareholders and further information about the members of the Management Committee

When the Minimum Capital is raised, LCCC will not have “major shareholders” since each member has one vote regardless of the size of their shareholding; this ensures that no individual, organisation or groups of individuals or organisations will have control of the Co-operative.

None of the members of the Management Committee has any convictions in relation to fraudulent offences and none has for at least the past five years been involved in any bankruptcies, receiverships or insolvent liquidations, or received any public recrimination or sanction by a statutory or regulatory authority or designated professional body, or been disqualified from any function by any court.

The members of the Management Committee are not aware of any other potential conflicts of interest; and there are no related party transactions other than described in this Offer Document.

7.4 Material Contracts and legal proceedings

There have been no governmental, legal or arbitration proceedings relating to the Co-operative or its projects and none are pending or threatened.

7.5 Offer Shares and Working Capital

20,000 ordinary Offer Shares of £1 are offered for subscription at £1 each on the terms of this Offer Document for the Castlefield Community Centre. The Co-operative confirms that if it raises the Minimum Capital, the working capital available to it will be sufficient for its present requirements.

Successful applicants for Shares will receive share certificates and their details and holdings will be recorded in a share register. Each person or organisation issued with Shares becomes a LCCC member with membership rights defined in the Rules.

7.6 Taxation

Interest payments made to LCCC members will be subject to United Kingdom taxation. It is expected that payments will be made gross and investors will be responsible for declaring this income on their tax returns. Should dividends be declared (which is not anticipated) LCCC members will receive notional tax credits, under current legislation.

7.7 Transferability; Withdrawal; Investing for children; and Gifting your shares in your will

As a long term investment with an increasing return which can span the generations, parents and grandparents can invest in the Co-operative now for their children and grandchildren; or can invest on their own behalf now with a view to giving their investment to their children and grandchildren in their will. Shares can be inherited in accordance with instructions in your will and this should not affect SEIS tax relief. Investors can invest on behalf of children and grandchildren as their nominee, but in that case SEIS relief will not normally be available.



Other than on the death of the holder Shares may not be transferred and will not be tradable on any stock exchange. LCCC members do not have the right to withdraw their share capital but the Management Committee has the power to permit its shares to be withdrawn by agreement between the Management Committee and the member in accordance with any procedures and other conditions the Management Committee may announce. In addition the Management Committee may redeem part of the share capital in which case it will redeem the same proportion of every member's shareholding at £1 per share.

7.8 The Rules

LCCC is a co-operative owned by its members. Members elect members of the Management Committee and each member has one vote in a members' meeting regardless of the number of shares held. Members are protected by limited liability and are only obliged to contribute the initial cost of their shares. As an Industrial and Provident Society, LCCC is governed by Rules, which are approved by and registered with the Financial Conduct Authority. A copy of the Rules is set out on the Co-operative's website at www.lowcarbonchilternes.org and a printed copy is available on request.

8. GLOSSARY

Management Committee - The Management Committee of Low Carbon Chilternes Co-operative Ltd.

Co-operative or LCCC – Low Carbon Chilternes Co-operative Ltd, registered office: 28 Sandelswood End, Beaconsfield, Bucks HP9 2AE. Registered Industrial and Provident Society number 31454R.

Members of the Management Committee - The members of the Management Committee of LCCC.

SEIS - Seed Enterprise Investment Scheme, whereby HM Revenue & Customs provide certain tax reliefs for qualifying investments in certain trading companies.

Export Tariff – the component of the Feed-in Tariff based on the amount exported to the National Grid.

Feed-in Tariff - the government regulated inflation-linked price payable to producers of qualifying renewable electricity for 20 years.

Inverter – appliance used to convert the electricity from DC to AC current.

Minimum/Maximum Capital - £20,000; sufficient to install energy saving and generating equipment at Castlefield Community Centre.

Offer or Share Offer - The offer of Shares in LCCC contained in this Offer Document.

Offer Costs - The expenses incurred by or on behalf of LCCC in issuing this Offer Document.

Offer Document or Share Offer Document - this document inviting persons to subscribe for the Shares.

Offer Period - The period during which the Offer will remain open (including any extension).

Offer Shares or Shares - New shares of £1 in LCCC, offered at £1 each on the Terms and Conditions under this Offer Document.



Rules - The Rules of LCCC, summarised in this Offer Document and a copy of which is available from the Co-operative and at www.lowcarbonchilternes.org

9. TERMS AND CONDITIONS OF THE OFFER

9.1 Eligibility

This Share Offer is open to individuals over 16 years of age and to organisations who support the objects of the Co-operative. Investments can be made by a nominee on behalf of children under 16.

9.2 Minimum and maximum holdings

The minimum number of Shares that can be applied for is £50 and the maximum is £20,000. Shares cost £1 each.

9.3 Application procedure

- Read the accompanying Share Offer Document.
- Pay special attention to the Risk Factors set out in Section 3 of this Offer Document.
- Consider where you need to take financial advice or other advice in relation to the Terms and Conditions of this Share Offer.
- Read the Rules of LCCC set out at www.lowcarbonchilternes.org since, if you receive Offer Shares, you agree to automatic membership of LCCC and to be bound by its Rules.
- Shares must be applied for using the Application Form. Complete and sign the form.
- Send your payment electronically or attach your cheque as described below under “Payment”.
- Send the completed form to LCCC.
- By delivering an Application Form you offer to subscribe, on the Terms and Conditions contained in this Offer Document, for the number of Shares specified, or such lesser number as may be accepted by the Co-operative.
- Once an application has been made it cannot be withdrawn.

9.4 Consequences if the Offer is unsuccessful

If a sum less than the Minimum Capital is raised the Share Offer will not proceed. Monies will be returned in full to the Applicants as soon as practical.

9.5 Over subscription

The number of Shares you apply for will not necessarily be the number of Shares you will receive. If the Share Offer is over-subscribed the Management Committee will determine how to allot Shares and your application may be scaled down, or even rejected in its entirety.

9.6 Governing law

The Terms and Conditions of the Share Offer are subject to English law.

9.7 Money laundering

Under Money Laundering Regulations, you may be required to produce satisfactory evidence of your identity and it is a condition of this Share Offer that you do so if requested.



9.8 Payment

Either (i) remit electronically by BACS to *Low Carbon Chilterns Co-op, The Co-operative Bank, Account no. 65525834, Sort Code 08:92:99* or (ii) attach a cheque or banker's draft, drawn on a UK bank or building society, for the exact amount shown in the box under 'Amount to invest'.

Send your completed Application Form and payment to: Low Carbon Chilterns Co-operative Limited, 28 Sandelswood End, Beaconsfield, Bucks HP9 2AE, or electronically to ipha@hotmail.co.uk

If there is a discrepancy between the payment and application form, or if the cheque is not honoured on presentation, your application may be rejected without further communication.

9.9 Use of email

As a member you will receive various communications from us, which you agree may be by email, to minimise the cost and environmental impact of writing to you. Please tell us your email address and advise us if you change it.



10. SHARE APPLICATION FORM PLEASE USE CAPITALS AND BLACK INK

Amount to invest

I wish to invest a total amount of £..... in shares of Low Carbon Chilterns Co-operative Limited on the Terms and Conditions of the Offer Document at the price of £1.00 per Share. I confirm I am eligible to be a member of the Co-operative.

(You may invest not less than £50 and not more than £20,000).

Organisations that wish to subscribe for shares should contact the Co-operative for a separate application form.

Individual Applicant details

Title (Mr/Mrs/Ms/other):.....

Forenames:.....

Surname:.....

Address:.....

Town:.....

County: Postcode:.....

Date of Birth:.....

Email:.....

If Applicant is nominee for a child

Child's name:.....

Child's date of birth:.....

Child's address (if different from above):.....

I understand that the electronic payment or cheque supporting this application will be presented for payment upon receipt and I warrant that it will be paid on first presentation.

Signature

Date.....

Daytime Telephone.....