



A vision and plan to create the worlds' first systemic

'Sustainable Innovation and Development Bank'

Also described as a New World Bank - but Better!

The Active Impact Investment Opportunity

For the £50m in Pre Seed, Grants and Seed Round Funding

Plus - Exciting Introducer Incentives

Summer 2021



Transform Global Ltd is raising £50m. This comprises of £2.35 Million in Pre Seed funding to put in place grant funding and additional talent - to then can enable the raise of the £40 Million Seed Round in order to optimally launch this New World Bank - but better!

Investment terms and introducer incentives are detailed are on the following pages.

The Pre Seed and grant funding aims to on-board and operationalise additional members of the founding team, to take the technology and project planning to the next level, to invigorate and simplify our communications, and to close the £40m Seed Round.

The objective is to move from Pre Seed to Seed within in 3-4 months - though on top of pre seed, the grant funding would fund the business for the first year - in the eventuality things take longer.

These inital rounds would ideally come from highly impact motivated sophisticated or accredited impact investors, UHNWI's, family offices, aligned impact investment funds, or strategic investors (banks, corporate venture partners, or governments).

We envision the Seed Round coming from a single strategic or family office investor, or a lead investor committing circa £10m - with others contributing the balance.

The £40m Seed will enable the launch of cornerstone media, technology and collaboration platforms, FundingTheGlobalGoals.tv and BIGCrowd.net, and in so doing - will help build capacity for the launch of the full vision and plan!

This funding will also enable the launch of offices in London, Oxford and Geneva where members of the management and operational teams will be based - with people also working remotely around the world - and with more offices to come.

Initial investment will further development of the internal technology and fund management systems, including the Augmented Intelligent Decision Support Engine. This investment will on-board the additional infrastructure and talent required for the 'bank' and 'fund'.

A small number of strategic investments to acquire talent and capacity for the next steps will also be made at this stage.

The Pre Seed and Seed funding puts in place everything necessary for the follow on combined £300m raise. This will be structured as £90m of equity into Transform Global and £210m in pre commitment to the SDG 360 Game-changer Fund.

As detailed in Transform Global Extended Summary - all of this enables the £9 Billion Active Impact Fund to be raised from a position of strength.

Once the fund is raised it will automatically trigger a fund investment into Transform Global, so all stakeholders are aligned and ensuring the 'Bank' is properly and intelligently capitalised. This means Transform Global has the capacity to best manage the fund to successfully deliver on its impact and financial targets - and scale globally.

NB. Values detailed are what management believe is possible with a model of this design and structure.

Projected values detailed are not to be taken as performance guarantees. The values detailed in this document are derived from the full summary and business plan which can be made available on request.

The £2.35m Pre Seed and £40m Seed Rounds.

- Value adding investors putting in first £50k of the £2.35m will receive the discounted rate of £0.05 per share - for 1 Million C Shares in Transform Global - plus rights on 600k shares in the SDG 360 Game-changer Fund. The minimum subscription will be £1,000 GBP.
- Value adding investors for the following £300k will receive the discounted rate of £0.10 per share for 3 Million C Shares in Transform Global - plus rights on 1.8 Million shares in the SDG 360 Game-changer Fund. The minimum subscription will be £2,000 GBP.
- The £2m pre seed investors will receive the still discounted rate of £0.20 per share - for 10m C Shares in Transform Global - plus rights on 6 Million shares in the SDG 360 Game-changer Fund. The minimum subscription price will be £50,000 GBP.
- The £40m Seed Round will be priced at £0.40 per share in return for 100m C Shares in Transform Global - plus rights on 60 Million shares in the SDG 360 Game-changer Fund. The minimum subscription price will be £2 Million GBP

Introduction Incentives for the £42.35 M.

- Those introducing the first £50k of the £2.35m will receive 40% of the shares the investors receive - or 400,000 shares, plus 240,000 shares in the SDG 360 Game-changer Fund.
- Those introducing the £300k will receive 20% of the shares the investors receive - or 600,000 shares, plus 360,000 shares in the SDG 360 Game-changer Fund.
- Those introducing the £2 Million will receive 10% of the shares the investors receive - or 1 Million Shares shares, plus 600,000 shares in the SDG 360 Game-changer Fund.
- Those introducing the £40 Million will receive 4% of the shares the investors receive - or 4 Million Shares shares, plus 2.4 Million shares in the SDG 360 Game-changer Fund.

While the percentage of shares the introducer for the £40m will receive is lower, this is countered by also receiving a cash introductory fee of 3% of funds raised, which will equal £1.2 Million on the full £40m.

Should the investor be a direct contact of Steve Podmore with no introducer - then the introducer shares detailed above will go to the investor - with the effect of reducing the price per share and nominal capitalisation.

Target Return Projections for Initial Investors and Introducers

Investment Round		Pre Seed 1	Pre Seed 2	Pre Seed 3	Seed	A Round	B Round	C Round	IPO	Post IPO
Invested		£50k	£300k	£2m	£40m	£90m	£360m	£1 B	£2.5 B	Appreciation
Price Per Share		£0.05	£0.10	£0.20	£0.40	£0.90	£1.80	£5.00	£10.00	£20.00
Valuation (inc. introducer / option dilution)		£4.07 M	£8.5 M	£20 M	£160 M *	£450 M	£1.44 B *	£5 B	£12.5 B	£25 B
£50k Pre Seed Round	1 m	£50 K	£100 K	£200 K	£400 K	£900 K	£2 M	£5 M	£10 M	£20 M
Multiple		1	2	4	8	18	36	100	200	400
Introducers for the £50k	400 K	£20 K	£40 K	£80 K	£160 K	£360 K	£720 K	£2 M	£4 M	£8 M
£300k Pre Seed	3 m		£300 K	£600 K	£1 M	£2.7 M	£5 M	£15 M	£30 M	£60 M
Multiple			1	2	4	9	18	50	100	200
Introducers for £300k	600 K		£60 K	£120 K	£240 K	£540 K	£1 M	£3 M	£6 M	£12 M
£2m Pre Seed	10 m			£2 M	£4 M	£9 M	£18 M	£50 M	£100 M	£200 M
Multiple				1	2	4.5	9	25	50	100
Introducers for £2m	1 m			£200 K	£400 K	£900 K	£2 M	£5 M	£10 M	£20 M
£40m Seed	100 m				£40 M	£90 M	£180 M	£500 M	£1.0 B	£2.0 B
Multiple					1	2.3	4.5	12.5	25.0	50.0
Introducers for £40m	4 m				£1.6 M	£3.6 M	£7.2 M	£20.0 M	£40.0 M	£80.0 M

* The Seed Round Post Money value shown as £160m includes two tranches of Restricted Impact Options. One tranche of 100M Restricted Impact Options will be made available to all members of the 'founding team' which is all employees who join Transform Global or its subsidiaries in the first 18 months following the close of the entire Pre Seed Round. 5m of these restricted impact options will be allocated each month, pro rata to ones salary calculated as a percentage of the total salary budget, with the remaining 10 million options allocated for advisors, ambassadors and selectively for sign on incentives.

The other 100m tranche will be allocated at the rate of 2m per month for all employees over 50 months following close of the fund - in a similar pro rata fashion to the Founding Team tranche. Ultimately - restricted impact options could be available to thousands of personnel.

As Restricted Impact Options - these shares will only vest subject to the meeting of both financial and impact targets - which means that the interests, of investors and team are aligned with the achievement of the impact mission. This £160m value is thus on a fully diluted basis (or can be viewed as £80m pre dilution).

** The £360 Million B Round is structured to be made automatically by the SDG 360 Game-changer Fund on its closing. The aim is to align interests of fund investors and all stakeholders of Transform Global itself. The £1.44 B post money value also includes dilution for a further 100m tranche of restricted options which will be reserved to provide equity based currency to go alongside any cash element for acquisitions and investments to build out the talent and technology for Transform Global - and this includes incentives for teams we will be acquiring.

Following the £2.35 m - the £40m Seed Round launches the 'bank' and its media properties - whilst positioning for its scaling rounds and the worlds most exciting impact fund.

LAUNCH RAISE. Seed Round investors will receive both C Shares in Transform Global Ltd, and for every 10 shares they will also receive rights on 6 equity fund units in the SDG 360 Game-changer fund (* alongside existing stakeholders and up to A round investors).

FOLLOWED BY. As can be seen by the cap table, the intent is to quickly follow on from the Seed with the £90m A Round (which is part of a larger £300m raise including a £210m commitment to the Fund).

ALIGNMENT. Then, when the SDG360 Game-changer Fund is raised, this will be hard-wired to make a £360m B Round investment into Transform Global itself. This B Round is to ensure Transform Global along with its SDG360 Fund Management subsidiary (which together will manage the fund) are fully capitalised. In addition, this investment aims to ensure that fund investors are fully aligned with and benefit from the success of Transform Global - where all personnel are incentivised both by the success of Transform Global and the SDG 360 Game-changer Fund. Alongside the B Round an allocation of 100m shares enables further performance based options, both for personnel and - as pre or post IPO acquisition currency for entities that add value to the model.

C ROUND / PRE IPO. Following the B Round, and when the business model has clarity and increasing credibility on a global stage, the objective is to raise a £1 Billion pre IPO round, to provide intial stakeholders with a partial exit, and to fund acquisitions, scaling and organic growth - to prepare for and enable its IPO.

IPO. The plan is to follow on with an IPO to raise £2.5 Billion+ (in 3 - 4 years), enabling scaling and to launch other funds and platforms to expand its SDG financing capability.

- **A Shares** will carry full voting and distribution rights, plus rights on 6 fund units in the SDG 360 Game-changer Fund for every 10 shares in Transform Global - and a seat on the Trust Board.
- **B Shares** hold full voting and distribution rights, plus rights on 6 fund units (for every 10 in TG) in the SDG 360 Game-changer Fund - but will convert at the rate of 1% of B shares each month, into non voting C Shares (allowing the founder to have a period where leadership can be decisive and clear - but where the Trust steadily increases its governance and oversight role).
- **C Shares** hold no voting rights but full distribution rights, plus rights on 6 fund units (as above) in the SDG 360 Game-changer Fund and rights to stand for or vote for the Transform Global Trust board.
- **D Shares** (coming after the £90m B Round) hold no voting rights, but full distribution rights, and the right to stand for or vote for investor representation on the Transform Global Trust board.

	Pre Seed & Seed Rounds			A Round			B Round			C Round		IPO		Post IPO (2X)		
	Share Price	£0.40*		Share Price	£0.90		Share Price	£1.8		Share Price	£5	Share Price	£10		£20	
* Founder (B Shares)	50 m	13%	£20 M	50 m	10%	£45 M	50 m	6.25%	£90 M	50 m	5%	£250 M	50 m	4%	£500 M	£1 B
* Transform Global Trust Foundation (50% A + 50% C Shares)	20 m	5%	£8 M	20 m	4%	£18 M	20 m	2.5%	£36 M	20 m	2%	£100 M	20 m	1.6%	£200 M	£400 M
* Friends and Family (C Shares)	10 m	2.5%	£4 M	10 m	2%	£5 M	10 m	1.25%	£18 M	10 m	1%	£50 M	10 m	0.8%	£100 M	£200 M
* £350k Pre Seed and Introducer Shares (C Shares)	10 m	2.5%	£4 M	10 m	2%	£9 M	10 m	1.25%	£18 M	10 m	1%	£50 M	10 m	0.8%	£100 M	£200 M
* £2m Pre Seed Investor (C Shares)	10 m	2.5%	£4 M	10 m	2%	£9 M	10 m	1.25%	£18 M	10 m	1%	£50 M	10 m	0.8%	£100 M	£200 M
* £40m Seed Round (C Shares)	100 m	25%	£40 M	100 m	20%	£90 M	100 m	12.5%	£180 M	100 m	10%	£500 M	100 m	8%	£1 B	£2 B
* Founding Team Restricted Impact Options (C Shares)	100 m	25%	£40 M	100 m	20%	£90 M	100 m	12.5%	£180 M	100 m	10%	£500 M	100 m	8%	£1 B	£2 B
* Performance Options (1st Tranche)(C Shares)	100 m	25%	£40 M	100 m	20%	£90 M	100 m	12.5%	£180 M	100 m	10%	£500 M	100 m	8%	£1 B	£2 B
* £90m A Round (C Shares)				100 m	20%	£90 M	100 m	12.5%	£180 M	100 m	10%	£500 M	100 m	8%	£1 B	£2 B
Acquisitions / Performance Options (2nd Tranche) (C Shares)							100 m	12.5%	£180 M	100 m	10%	£500 M	100 m	8%	£1 B	£2 B
£360m B Round (D Shares)							200 m	25%	£360 M	200 m	20%	£1 B	200 m	16%	£2 B	£4 B
£1 Billion C Round (D Shares)										200 m	20%	£1 B	200 m	16%	£2 B	£4 B
IPO Shareholders (D Shares)												250 m	20%	£2.5 B	£5 B	
	400 m	100%	£160 M	500 m	100%	£450 M	800 m	100%	£1.44 B	1 b	100%	£5.0 B	1.25 b	100%	£12.5 B	£25 B

* The pre Seed and Seed Round share price shown does not include discounts for pre seed investors as noted on page 3.

Also, all valuations exclude the value of rights on the bonus shares in the SDG 360 Game-changer Fund

Working to find, fund and support those who think and do differently to address the SDGs.



www.transformglobal.co - steve@transformglobal.co