

# Transform Global

*The vision and plan to create a*

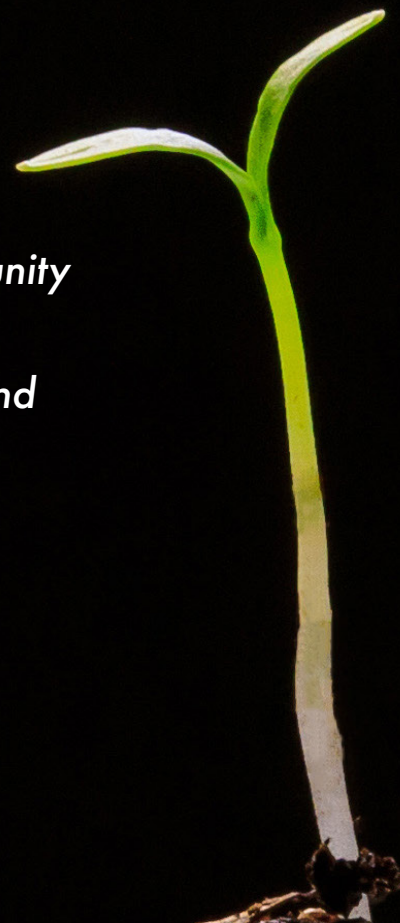
***Sustainable Innovation and Development Bank.***

*The Active Impact Investment Opportunity*

*£1m Pre Seed and £30m Seed Round*

*Plus - Introducer Incentives*

**Q2 2021**



Transform Global Ltd is raising a £1 m Pre Seed and £30m Seed Round. Details of the investment terms and introducer incentives are detailed are on the following pages.

The Seed Round aims to on-board and operationalise 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 £30m Seed Round within 2-3 months.

The Pre Seed and Seed Rounds would ideally come from sophisticated or accredited impact investors, UHNWI's, family offices, aligned impact funds or strategic investors. While the £1 m could come from multiple investors, the £30m could come from a singular investor, or a lead investor committing £5m plus - with other investors contributing the balance in multiples of £1 m.

The £30m Seed Round will enable the launch of two cornerstone media platforms, FundingTheGlobalGoals.tv and BIGCrowd (with £5m allocated to each). In addition, this funding will 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.

This Seed Round also progresses development of the internal tech and systems for the fund management activity - including the Augmented Intelligent Decision Support Engine, and will on-board the additional infrastructure and talent required for the 'bank' and 'fund', including making a £2m investment into Unstitution to provide coalition building capacity and a strategic holding.

Further, the £30m puts in place everything necessary to complete the follow on combined £300m raise of £90m in equity and £210m in pre commitment to the SDG 360 Game-changer Fund.

As detailed in the [Transform Global Extended Summary](#), all of this enables the £9 Billion Active Impact Fund to be raised from a position of strength.

Transform Global will also be properly and intelligently capitalised, so it can manage the fund to successfully deliver on its impact and financial targets, and scale globally.

The values detailed in this document are derived from pages 21 and 25 of the above linked summary - and the full business plan.

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 £1 m Pre Seed Round.

**Investors in the £1 m pre seed funding round will receive 500k of C shares - thus will pay £2 a share.**

- £1.5m (@ £3 a share - when the £30m Seed Round is done)
- £4.5m (@ £9 a share - when the £90m A Round is done)
- £9m (@ £18 a share - when the £360m B Round is done)
- £25m (@ £50 a share - when the £1b C Round is done)
- £50m (@ £100 a share - when the £2.5b pre / £12.5m post money IPO is done)
- £100m (@ £200 a share - with modest 2 X Post IPO appreciation projections).

**Plus Equity in the SDG 360 Game-changer Fund.**

- C share investors also receive 6 shares in the SDG 360 Game-changer Fund for every Transform Global share. These would have a £3m value at the fund launch - and £12m at the target IPO appreciation price.

## Introduction Incentives for the £1 m.

**Equity in Transform Global.**

Introducers for £1m raised in return for 500k C shares, get 100k of C of shares, or 1 introducer share for every 5 paying shares = 20% / 100k of the 500k of £2 shares in return for the £1m

- £200k (@ £2 a share - that the £1m is raised at)
- £300k (@ £3 a share - when the £30m Seed round is done)
- £900k (@ £9 a share - when the £90m A Round is done)
- £1.8m (@ £18 a share - when the £360m B Round is done)
- £5m (@ £50 a share - when the £1b C Round is done)
- £10m (@ £100 a share - when the £2.5b pre / £12.5m post money IPO is done)
- £20m (@ £200 a share - with modest 2 X Post IPO appreciation projections)

**Plus Equity in the SDG 360 Game-changer Fund.**

Introducers also receive rights on 6 shares in the fund for every share held.

- These have a value of £600k at the Launch Capitalisation, and £2.4m at the target IPO appreciation price.

**Plus Cash Introduction Fee**

- Introducers for the £1m get 3% of the raise in cash = or £30k.

**Example**

- So - introduce an investor for £100k. receive £3k cash, 20k of C shares worth up to £2m, and rights on Fund Units worth £240k at the target fund value.

## The £30m Seed Round.

**Investors in the £30m Seed Round will receive 10m of C shares - thus will pay £2 a share.**

- £30m (@ £3 a share - when the £30m Seed round is done)
- £90m (@ £9 a share - when the £90m A Round is done)
- £180m (@ £18 a share - when the £360m B Round is done)
- £500m (@ £50 a share - when the £1b C Round is done)
- £1 Billion (@ £100 a share - when the £2.5b pre / £12.5m post money IPO is done)
- £2 Billion (@ £200 a share - with modest 2 X Post IPO appreciation projections).

**Plus Equity in the SDG 360 Game-changer Fund.**

Seed investors also receive 6 shares in the SDG 360 Game-changer Fund for every Transform Global share held.

- These 60m shares in the SDG 360 Game-changer Fund have a value of £60m at the Launch Capitalisation, and £240m at the target IPO appreciation price.

## Introduction Incentives for the £30m Seed Round.

**Equity in Transform Global**

Introducers for £30m raised in return for 10m C shares, get 400k of C of shares, or 1 introducer share for every 25 paying shares = 4% / 400k of the 10M of £3 shares in return for the £30m

- £1.2m (@ £3 a share - when the £30m Seed round is done)
- £3.6m (@ £9 a share - when the £90m A Round is done)
- £7.2m (@ £18 a share - when the £360m B Round is done)
- £20m (@ £50 a share - when the £1b C Round is done)
- £40m (@ £100 a share - when the £2.5b pre / £12.5m post money IPO is done)
- £80m (@ £200 a share - with modest 2 X Post IPO appreciation projections)

**Plus Equity in the SDG 360 Game-changer Fund.**

Introducers also receive rights on 6 shares in the fund for every share held.

- These have a value of £2.4m at the Launch Capitalisation, and £9.6m at the target IPO appreciation price.

**Plus Cash Introduction Fee**

- Introducers for the £30m get 3% of the raise in cash = £900k

**Example**

- So - introduce an investor for £6m out of the £30m, and when the raise closes. receive £180k cash, shares worth up to £16m, and rights on Fund Units worth £1.92m at the target fund value.

## Terms for the £1m Pre Seed Round

At £2 a share the Pre Seed round is priced at a 33.33% discount to the £3 a share Seed Round. This equates to 5% of the shares or a post money value of £20m, allowing for Steve Podmore's 5m shares, the Transform Global Trust's 2m shares, existing friends and family 2m shares, 400k of shares reserved as an incentive for those who introduce the £30m seed round - and 100k of shares reserved for the introducer of the £1m.

These introducer shares go to the investor themselves if no introducer is involved - giving the investors 6% at that time establishing a post money value of £1.67m or an effective price of £1.67 a share. For the 500k C shares - should the funding and performance value targets be achieved, this would translate to shares at the values detailed on page 3 (Pre Seed and introducer shares are shown in the Friends and Family allocation on the cap table shown on page 6).

## Terms for the £30m Seed Round

At £3 a share this seed round is priced at an effective £60m post money value, however as per the capitalisation table in the full summary, this is best seen as a £120m post money value when full dilution for the restricted impact options are included.

Restricted options will be released in 2 tranches of 10m shares. The first, the founding team options will be allocated in 2 ways:- 1m shares will be used as sign on incentives for advisors and senior and critical members of the management team. The other 9 million shares will be granted as rights over Restricted Impact Options (Restricted Stock Options) over 18 months, delivered proportionately to ones share of the salary bill - starting from the point the £30m is secured.

Conditions for the actual transfer will be based on hitting minimum values of £9 a share £360m pre / £450m post money value for the £90m A Round - and the achievement of impact targets. Actual vesting would be staggered by 24 months, and the trigger for granting would be the £10b pre money / £12.5m post money target IPO price for Transform Global. There would also be the normal lock up periods and staggered vesting.

The second tranche of 10m - called Management Performance Options (but available to all personnel), will be granted each month for 50 months once the fund is raised, and as above will be allocated proportionally to ones share of the monthly salary bill. Triggers for the restricted impact options would be post IPO appreciation of at least 2x (implying a value of £25 Billion), and also the achievement of targeted impacts agreed with the foundation.

In addition, all personnel will receive similar restricted impact options in the SDG 360 Game-changer Fund rather than the common carried return - with the structure designed to best drive medium and long term fund performance.

## What the above means for the Pre Seed and Seed Investors.

While the values detailed in the previous pages can seem high, the ambition of the business makes these values seem small by comparison. The structure of the Restricted Impact Options detailed above are designed to help align all interests. Many people are required for Transform Global and its media and fund management subsidiaries, and it is important they individually and collectively are incentivised financially and by the impacts they are able to create. Over time, all the personnel have the capacity to do incredibly well financially - though these incentives are also tied to impacts - and this is all designed to help drive superior investment returns - and simply massive SDG related impact.

## **Transform Global equity terms and strategy** (as extracted from the extended summary).

Following the £1m pre seed round, the £30m 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 each share they will also receive rights on 6 equity fund units in the SDG 360 Game-changer fund (\* alongside existing stakeholders and 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.

**PRE IPO.** Alongside the C Round where the aim is to raise a further £1b, an allocation of 10m 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.

**IPO.** The plan is to follow on with an IPO to raise £2.5 Billion+ (in 3 - 4 years), giving Transform Global the fire-power to scale and launch other funds and platforms to expand its SDG financing capability.

- **A Shares** will carry full voting and distribution rights, plus rights on 5 fund units in the SDG 360 Game-changer Fund - and a permanent seat on the Transform Global Trust Board.
- **B Shares** hold full voting and distribution rights, plus rights on 5 fund units 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 5 fund units 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.

	Seed Round			A Round			B Round			C Round			IPO		Post IPO (2X)	
	Share Price	£3	£15 M	Share Price	£9	£45 M	Share Price	£18.0	£90 M	Share Price	£50	£500 M	Share Price	£100	£500 M	£1.0 B
* Founder (B Shares)	5 m	13%	£15 M	5 m	10%	£45 M	5 m	7%	£90 M	5 m	5%	£250 M	5 m	4%	£500 M	£1.0 B
* Transform Global Trust Foundation (50% A + 50% C Shares)	2 m	5%	£6 M	2 m	4%	£18 M	2 m	3%	£36 M	2 m	2%	£100 M	2 m	2%	£200 M	£400 M
* Friends and Family (C Shares)	3 m	8%	£9 M	3 m	6%	£27 M	3 m	4%	£54 M	3 m	3%	£150 M	3 m	2%	£300 M	£600 M
* Founding Team Options (C Shares)	10 m	25%	£30 M	10 m	20%	£90 M	10 m	14%	£180 M	10 m	10%	£500 M	10 m	8%	£1.0 B	£2.0 B
* £30m Seed Round (C Shares)	10 m	25%	£30 M	10 m	20%	£90 M	10 m	14%	£180 M	10 m	10%	£500 M	10 m	8%	£1.0 B	£2.0 B
* Management Performance Options (1st Tranche)(C Shares)	10 m	25%	£30 M	10 m	20%	£90 M	10 m	10%	£180 M	10 m	10%	£500 M	10 m	8%	£1.0 B	£2.0 B
* £90m A Round (C Shares)				10 m	20%	£90 M	10 m	14%	£180 M	10 m	10%	£500 M	10 m	8%	£1.0 B	£2.0 B
£360m B Round (D Shares)						£90 M	20 m	29%	£360 M	20 m	20%	£1.0 B	20 m	16%	£2.0 B	£4.0 B
Acquisitions / Performance Options (2nd Tranche) (C Shares)										10 m	10%	£500 M	10 m	8%	£1.0 B	£2.0 B
£1b C Round (D Shares)										20 m	20%	£1.0 B	20 m	16%	£2.0 B	£4.0 B
IPO Shareholders													25 m	20%	£2.5 B	£5.0 B
	40 m	100%	£120 M	50 m	100%	£450 M	70 m	100%	£1.26 B	100 m	100%	£5.0 B	125 m	100%	£12.5 B	£25.0 B

*Finding, funding and supporting those who think and do differently to address the SDGs.*



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[Link to Transform Global Extended Summary,](#)