

INVESTMENT MEMORANDUM

Coach & Horses, Danehill

A short guide to our community share offer for a much-loved local village pub  
School Lane, Danehill, East Sussex, RH17 7JF



| Share Offer Target | Minimum Share Offer target | Maximum Share Offer target | Offer Period                                         |
|--------------------|----------------------------|----------------------------|------------------------------------------------------|
| £900,000           | £800,000                   | £1,000,000                 | Opens 5pm 18 Oct 2026 - Target close 5pm 15 Nov 2026 |

Individual investment: minimum £250 (including a £1 Membership Share), maximum £50,000.

Issued by Danehill & Chelwood Gate Community Benefit Society Limited (the Society), registered no. 9864 | October 2026

Please pledge online now at [KeepCandHLocal.org](https://KeepCandHLocal.org) and invest when the share offer opens at 5pm on 18 October 2026. This Investment Memorandum summarises our full Community Share Prospectus which will be released on 10 October.

Origins and Treasured Stories from the Coach and Horses

In 1845, John Pollard sold five acres, together with a messuage and buildings thereon, to Zephaniah Greenfield, a coachman of Upper Harley Street. In 1848, Zephaniah was granted two small pieces of land — the site of the present beer garden and, on the other side of Coach and Horses Lane, the site of Hillcrest. After his purchase, Zephaniah continued to live in London, probably in private service, until 1857, when the Register of Electors for the first time gives him, now aged 63, as being of the Coach and Horses.

“I first went to the Coach and Horses when I was five years old. My Mum sent me in for a pack of cigarettes. That was in 1946. I’m 85 now so I suppose that means I have been going to the Coach for 80 years.”

Heard at a celebration following a funeral “That pint on the bar is for him. Right where my Dad sat and told stories for over 60 years. Only some of which were true!” Another local then said “Your Dad saved my Dad’s life. I’m here because of your Dad. That story was true!”

Heard on Christmas Day “You want to see what Santa gave me? Look!” as the contents of the stocking spills out across the crowded floor of the public bar.

## Executive Summary

The Coach & Horses has served Danehill and Chelwood Gate for generations. Ian and Catherine Philpots are retiring and the pub is for sale at £695,000, with no guarantee that a new owner would preserve its character or community role. The aim of the Danehill & Chelwood Gate Community Benefit Society (the Society) is to raise enough capital to buy the freehold and place the pub into long term community ownership through a Community Benefit Society.

This Investment Memorandum summarises our invitation to invest in the Danehill & Chelwood Gate Community Benefit Society Limited, registered with the Financial Conduct Authority under the Co-operative and Community Benefit Societies Act 2014. The Society's statutory asset lock means the pub and the value built up within it must continue to serve the community — it cannot be sold for private gain. Every investor becomes a member with one vote, regardless of how much they invest.

### The offer at a glance

- ▶ The share offer opens at 5pm on 18 October 2026 and aims to close on 15 November, formally closing at 5pm on 30 November 2026. The Board may extend it, up to 31 January 2027 (Section 5).
- ▶ The offer is open to anyone aged 16 or over, and to organisations such as companies, charities and clubs.
- ▶ In total we aim to raise £900,000 in community shares, enough to buy the freehold and open the pub with no borrowing.
- ▶ We have already received over 160 pledges with more coming in every day.
- ▶ The minimum we need to proceed is £800,000 in shares, together with up to £100,000 of loan finance. If that funding cannot be secured, the offer will not proceed and all money will be returned in full.
- ▶ Share income is limited to a maximum of £1,000,000. Money raised above £900,000 will fund separately approved development projects (Section 5).
- ▶ The minimum investment is £250 and the maximum is £50,000 per person, in multiples of £250, across five tiers from Friend to Anchor.
- ▶ No application money will be spent until the offer has succeeded and the Board has confirmed the purchase can proceed. It is held in a separate account and returned in full if the offer does not proceed.
- ▶ The Society is a Community Benefit Society registered with the Financial Conduct Authority (no. 9864). It is owned and controlled by its members, and every member has one vote, however much they invest.
- ▶ The Society is applying for HMRC Advance Assurance under SEIS and EIS. If confirmed, qualifying investors may be able to claim income tax relief of 50% (SEIS) or 30% (EIS) on a significant part of their investment (Section 3).
- ▶ No interest is planned for the first three years. After three years, members may apply to withdraw Community Shares, subject to the Rules (Section 3).
- ▶ Exchange of contracts is targeted for January 2027.
- ▶ **Pledge online now at [KeepCandHLocal.org](https://KeepCandHLocal.org), then invest when the share offer opens at 5pm on 18 October 2026. Pledges are non-binding and no money is taken before the offer opens.**

### Why invest

The community has already shown what it wants: 190 survey responses, over 275 people across two village meetings and over 160 pledges ahead of the share offering. Following an application by Danehill Parish Council, Wealden District Council has listed the pub as an Asset of Community Value. The Coach & Horses is a healthy, trading business today, with an established customer base and a strong local reputation. The business plan targets 15% revenue growth in Year 1, to approximately £594,000, building on the existing food offer, a unique opportunity in the local market and community, and wider opening hours with multiple reasons to come in — it's more than just a place for a pint. The base case forecasts an operating profit before depreciation of approximately £56,000 in Year 1, rising to £77,000 by Year 5, with a positive cash balance throughout.

Together we have a genuine opportunity to build a vibrant, welcoming hub, and a full weekly programme giving people a reason to come in any day — backed by an ownership base with every reason to make the Coach & Horses their default choice, because they own it.

**As a Community Benefit Society share offer, this offer is exempt from the financial promotion rules of the Financial Services and Markets Act 2000 and has not been approved by the Financial Conduct Authority. It is not covered by the Financial Services Compensation Scheme and investors have no recourse to the Financial Ombudsman Service. You could lose some or all of the money you invest, and interest and withdrawals are never guaranteed. Appendix II sets out the risks the Board has identified and how it intends to manage them. You may wish to take independent financial advice.**

Danehill & Chelwood Gate Community Benefit Society Limited, Financial Conduct Authority reg. no. 9864. Registered office: White Gables, Beaconsfield Road, Chelwood Gate, East Sussex RH17 7LF. Website: [KeepCandHLocal.org](http://KeepCandHLocal.org) · Email: [info@keepcandhlocal.org](mailto:info@keepcandhlocal.org)

## 1. The Opportunity

The Coach & Horses in Danehill is one of those rare things — a genuinely unspoilt English free house that has served its community for generations. Run for over 25 years by Ian and Catherine Philpots, it sits at the heart of the village on School Lane, within the High Weald National Landscape. As Ian and Catherine approach retirement, the pub is for sale at a guide price of £695,000, with no guarantee that a new owner would preserve its character or community role. The Society has been formed to buy it and place it into long-term community ownership.

### Why the Coach & Horses matters

- The last remaining free house / independently-run pub in Danehill, a social anchor in the village.
- A proven trading business with a strong local reputation serving freshly prepared food and real ale.
- First job and last pint for generations of neighbours.
- Where the dirt of the day and the angst of the world goes away amongst friends.
- A place that helps reduce isolation while supporting property values.

### Our vision

**A hub at the heart of our community — a vibrant, thriving, welcoming Coach & Horses, for generations to come.** We will secure the pub for the whole community, protect its value through the statutory asset lock, and run it as a professionally managed, financially sustainable village pub: improving the menu alongside affordable traditional options, and extending opening hours where demand supports it. We want it to be a base for family events, walkers and cyclists, sporting days, music evenings, coffee mornings, a community-tended garden, youth work experience and village clubs, working alongside the social club, church, school and village halls. We will consider sustainable infrastructure such as water treatment and energy.

### What the community has told us

- 190 responses to the village-wide survey (18 July to 20 August 2026): 81% supportive or very supportive of a community purchase, and 83% calling the pub “a treasured, friendly, safe, welcoming place”.
- Over 275 people at two standing-room-only village meetings in August, and over 120 volunteers offering to help.
- Following an application by Danehill Parish Council, Wealden District Council listed the pub as an Asset of Community Value on 2 October 2026. Under the current rules this can pause a sale for up to six months while the community puts together a bid, but it does not oblige the owners to sell to us or stop a sale to another buyer, so we must move at pace.

### Why community ownership works

- Research links a thriving village pub with stronger community cohesion and higher rural property values, and pub decline with loneliness and falling values.[1][2] 24% of UK homebuyers say their local pub influenced their decision to buy.[3]
- Plunkett UK reports a survival rate of over 94% at 5, 10 and 20 years for the community-owned businesses it supports; CAMRA counts 237 community-owned pubs nationally.[4]

- Nearby successes include the Kings Head, East Hoathly (£650,000 from 343 investors, purchased February 2026), the Half Moon, Balcombe (North Sussex CAMRA Pub of the Year 2022 and 2023) and the Sportsman, Amberley (purchased 2026).

Sources: [1] Cabras & Mount (2016), *Regional Studies*. [2] Cabras, Sohns, Canduela & Toms (2020), *European Planning Studies*. [3] Zoopla / Property Industry Eye. [4] Plunkett UK (2022, 2025); CAMRA. Further evidence is set out in the full Prospectus.

## 2. Legal Structure & Governance

The pub will be bought and held by Danehill & Chelwood Gate Community Benefit Society Limited, registered with the Financial Conduct Authority under the Co-operative and Community Benefit Societies Act 2014 (no. 9864), using Plunkett UK's Model Rules. Its objects (Rule 9.2) are to own and run the Coach & Horses as a pub and community amenity for the benefit of the civil parish of Danehill and the surrounding area, open and inclusive to all, with any surplus applied to those objects and not for private gain.

The Society has a statutory asset lock. Members could approve a future sale, but the proceeds, after permitted payments such as debts and share capital, must stay within the Society for community benefit or pass to another asset-locked or charitable body. They can never be distributed as private profit.

### Governance

The Board (the Management Committee under the Rules) runs the Society between general meetings: it sets strategy, approves budgets, and hires and holds the General Manager to account. The eight founding directors were appointed by the Founder Members. At the first AGM they all stand down and the members elect the Board afresh; after that, about a third retire and stand for re-election each year, and directors serve three-year terms for no more than three terms. A general meeting is quorate with 5 members or 10% of members, whichever is greater (Rule 4.12). Rule changes need a two-thirds majority and registration with the FCA and Plunkett UK (Rules 7.1–7.3).

### Reporting to members

Each year members receive the annual report and accounts, which are filed with the FCA, and a Community Benefit Report. At the AGM members elect the Board, ask questions and vote on resolutions, including any share interest (Rules 4.4 and 8.14). Ten members, or 10% of members if fewer, can require a Special Members' Meeting, which must be held within 28 days (Rules 4.5–4.7). We will also keep everyone informed through newsletters, email and KeepCandHLocal.org.

## 3. Your Investment

### Membership and voting

Shares cost £1 each. Every investor becomes a member and holds one £1 Membership Share, which carries one vote and cannot be withdrawn or earn interest. The rest of your investment buys Community Shares, which can be withdrawn and may earn interest but carry no extra vote. Every member has one vote however much they invest, and all Community Shares are held on identical terms.

### How much, and who can invest

The minimum investment is £250 (your £1 Membership Share plus £249 of Community Shares) and the maximum is £50,000, in multiples of £250. Anyone aged 16 or over who supports the Society's objects can invest, as can organisations such as companies, charities and clubs through a named representative (Rules 3.3–3.5). The Board may refuse any application. Applications from outside the UK are welcome, subject to identity checks and payment from an account in the applicant's own name. Joint applications are not accepted; shares bought as a gift are issued in the name of the person who will become the member.

The five tiers recognise the amount invested but carry no extra votes or financial benefits: Friend £250–£999 · Supporter £1,000–£4,999 · Champion £5,000–£9,999 · Keystone £10,000–£24,999 · Anchor £25,000–£50,000.

**Important: Community shares are not covered by the Financial Services Compensation Scheme. The capital you invest is at risk — if the business fails, you may not recover your investment. Invest only what you can afford to lose. Past performance of other community pubs is not a guide to future performance of this one.**

## Tax relief (SEIS/EIS) — subject to confirmation

The Society is applying for HMRC Advance Assurance. If it is granted, and subject to HMRC compliance authorisation, the Society continuing to qualify and each investor meeting the conditions, up to £250,000 of qualifying shares may attract SEIS income tax relief at 50%, and the balance EIS relief at 30%. The Society intends to allocate SEIS shares proportionately among eligible applicants. As an illustration, if £900,000 were raised with £250,000 under SEIS, the blended relief would be about 35.56%. Shares must be held for at least three years to keep the relief, and the treatment of the £1 Membership Share will be confirmed separately. Relief is not guaranteed; please take independent tax advice.

## Interest

Community shares exist mainly to support the Society's purpose, not to make a commercial return. No interest is planned until the Society has completed three full years of trading. After that the Board may recommend interest if it is affordable and prudent; it must be paid from trading profits and approved by members, and the rate cannot exceed the greater of 5% a year or 2% above Bank of England base rate (Rule 8.14). Interest is not guaranteed in any year.

## Withdrawing your capital

Shares cannot be sold or transferred to anyone else, and your £1 Membership Share cannot be withdrawn. You may apply to withdraw Community Shares, at no more than the amount you paid, under Rules 8.6–8.16:

- normally after holding them for at least three years, and with at least three months' written notice;
- at the Board's discretion and only where affordable; the Board may set an annual limit, or suspend withdrawals for a fixed period or indefinitely;
- a reasonable administration charge may be deducted from the amount paid out;
- you cannot withdraw below the minimum shareholding of £250 unless you are leaving the Society; if you leave, your shares become a loan repayable on the same terms within three years.
- Community shares may qualify for inheritance tax Business Relief once held for two years, because the Society trades for gain. This is not guaranteed and depends on HMRC's assessment at the time; please take tax advice.

## 4. Business Plan Summary

The full Business Plan is at [KeepCandHLocal.org](http://KeepCandHLocal.org) and the forecasts are summarised in Appendix I. The plan and five-year forecasts were prepared by the Board, with our Treasurer, Philip Nash, building the financial model, working with seven advisers from the pub and restaurant industry. The outgoing owners and the pub's accountant helped us understand the historical figures, which the owner has approved for inclusion. Plunkett UK has supported the project, and an independent valuation of the freehold is being completed in October 2026.

## The pub and its condition

The Coach & Horses is a Grade II listed early nineteenth-century building on CAMRA's National Inventory of historic pub interiors, and has traded as a pub since 1847. It has 52 covers inside, a former function room, around 130 covers outside, a car park and a children's play area, on a site of approximately 0.8 acres. A full structural survey by Gould Baxter, chartered surveyors, found no major issues with the roof or structure. It recommended about £100,000 of phased works. The Board agrees with the recommendations and will phase the work following completion for the electrics and hot water cylinders, the upstairs windows and interior. Phase 1

(about £50,000 before VAT) is funded from the £900,000 raised, and Phase 2 (up to about £50,000) from trading surplus and grants. Listed building consent will be obtained where needed.

## Running the pub

The Board considered volunteers, a tenancy and direct management, and chose a managed pub: the Society will employ an experienced general manager and team, buy the stock and keep the trading income, keeping control of standards, prices and the community programme. The forecast costs a full team of around 300 staff hours a week from day one, and everyone currently working at the pub will be invited to stay, with their employment transferring under TUPE where it applies, and all staff will be held to the same high standards. The current menu, drinks and Wednesday to Sunday hours stay at first. Then come a shorter, fully costed menu, Harvey's and local ales, Black Pig cider and Bluebell Vineyard wine, Monday pizza nights, a Tuesday trial, live music, tastings, coffee mornings, function room hire and community services such as a noticeboard and parcel point. New sessions are added only once their expected takings cover the extra cost.

## Financial assumptions and forecast

In the twelve months to 31 July 2026 the pub recorded revenue of £516,295 and EBITDA of £41,296 (unaudited management accounts). The plan targets Year 1 revenue of £593,739, up 15%: about £21,000 from pricing and menu mix and £57,000 from running the pub well. That needs about 248 food covers a week at an average spend of £24. Growth is then assumed at 5% in Years 2 and 3 and 3% in Years 4 and 5, and gross margin rises from 60.8% to 62.6%. Staff costs are 40.8% of sales in Year 1, above the 28–29% typical of managed pubs because the plan carries a full team including three chefs; bringing this down is the manager's first financial target.

The base case forecasts operating profit before depreciation (EBITDA) of about £56,000 in Year 1, rising to about £77,000 by Year 5. Cash stays positive throughout: £167,000 at the end of Year 1 and £271,000 at the end of Year 5, with a lowest monthly balance in Year 1 of about £86,000. No interest or withdrawals are assumed in the first three years. Forecasts are estimates, not guarantees, and actual results may differ materially.

## The Society's current financial position

The Society was registered on 23 September 2026 and has not yet traded. It has no borrowings. Its pre-launch costs to date, approximately £4,000 for marketing and the building survey, have been funded by donations from founder members.

## 5. The Funding Plan

The core funding requirement is £900,000, to buy the freehold, meet the purchase costs, carry out essential initial works and provide opening stock and working capital. Our preferred outcome is to raise it all through community shares, with no borrowing.

| Funding level | Community shares | Loan finance | Total funding | What it would provide                                                                                                                                               |
|---------------|------------------|--------------|---------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Minimum       | £800,000         | £100,000     | £900,000      | Core acquisition and opening requirement. The Society will proceed only if it secures the loan or equivalent funding; otherwise all money will be returned in full. |
| Target        | £900,000         | £0           | £900,000      | Core acquisition and opening requirement without external borrowing.                                                                                                |
| Maximum       | £1,000,000       | £0           | £1,000,000    | Core requirement plus up to £100,000 for separately approved development opportunities.                                                                             |

If applications total less than £800,000 when the offer closes (including any extension), the offer will not proceed and all money will be returned in full. Between £800,000 and £900,000, the Society will proceed only if it has secured a loan or other funding for the balance by 28 February 2027. No loan has yet been secured; any loan would be sought from social lenders or community finance providers, limited to what is needed and subject to the Board judging the repayments affordable, and a lender may require security over the property. No grant income is assumed. Money raised above £900,000, up to £100,000, would fund development projects that support the pub's trading and community purpose, each needing appraisal, Board approval and any necessary consents.

## How the funds will be used

| Core use of funds (estimates)                      | Amount          |
|----------------------------------------------------|-----------------|
| Purchase of the freehold (guide price)             | £695,000        |
| Stamp Duty Land Tax                                | £25,000         |
| Initial refurbishment and property works (Phase 1) | £50,000         |
| Pre-acquisition professional fees                  | £10,000         |
| Acquisition professional fees                      | £20,000         |
| Opening stock                                      | £12,000         |
| Opening working capital                            | £88,000         |
| <b>Total core funding requirement</b>              | <b>£900,000</b> |

These are estimates from the current financial model and will be updated after the valuation, due diligence and final quotations. Pre-acquisition costs may be irrecoverable if the purchase does not proceed.

## Offer period

The offer opens at 5pm on 18 October 2026 and aims to close on 15 November, formally closing at 5pm on 30 November 2026. The Board may extend it, more than once, up to 31 January 2027; applicants will be told and may then withdraw for a full refund. Applications close once £1,000,000 has been applied for. They are accepted in order of receipt, and any money above the maximum is returned in full within 28 days. A waiting list will be kept for those who wish to invest once the maximum is reached.

## How your money will be held

All application money will be paid into a separate bank account in the name of Danehill & Chelwood Gate Community Benefit Society Limited at The Co-operative Bank, used only for application money. It will not be used for any other purpose until the offer has succeeded and the Board has confirmed that the purchase can proceed. Shares will be issued, and share certificates sent, when the purchase completes. If the offer does not proceed, or the purchase has not completed by 30 June 2027, all application money will be returned in full within 28 days, without interest or deduction.

Pre-completion expenses and any abortive costs will be funded from donations and small grants, separately from application money. Any reimbursement from the share offer following a successful completion will be included in the disclosed acquisition budget.

## Before the purchase proceeds

The Board will complete the purchase only when a professional valuation has been completed, acceptable terms have been agreed with the sellers, legal, property and financial due diligence is satisfactory, the full funding requirement can be met, and it is satisfied the Society will have an appropriate opening cash balance and a viable operating plan. If a material change to the acquisition, funding or tax position affects this offer before shares are issued, applicants will be told and given at least 14 days to withdraw for a full refund, paid within 28 days without interest or deduction.

## 6. Your Team

The eight founding Board members, all unpaid volunteers, have been meeting regularly since early August 2026. Fuller biographies are in the full Prospectus.

- **Duane Lawrence, Chair (Chelwood Gate):** former CEO and MD in global health technology; now a non-executive director of four UK companies.
- **Philip Nash, Treasurer (Danehill):** CFO of Hearst Networks; previously senior finance roles at Arsenal, Liverpool Football Club and DAZN.

- **Ella Filskow, Secretary (Chelwood Gate):** born in Chelwood Gate; worked six years at the Coach & Horses; Deputy Director at the Life Skills Company.
- **Rhodri Lewis, Campaign Manager (Chelwood Gate):** founder and Director of Nordic Life Ltd; former Chair of Danehill Parish Council.
- **Margaret Wagner, Marketing (Nutley):** former regional CEO of a global marketing and technology company; expert in database marketing and customer experience.
- **Cllr Christina Coleman, Local Government (Danehill):** has lived in Danehill for over 24 years; councillor for East Sussex County Council and Wealden District Council (Chair 2023/24); Conservator of the Ashdown Forest.
- **Peter Coldbreath, Building / Property (Danehill):** Chartered Surveyor working across the south of England.
- **Graeme Love, Business Planning & Fund Raising (Chelwood Gate):** former barrister and City corporate financier; founded and sold Indian Ocean Trading Company.

No Board member has run a pub, so seven advisers from the pub and restaurant industry have helped develop the Business Plan. The Society will recruit an experienced General Manager and intends to co-opt a Board member with hospitality experience. Board members declare any interest and do not vote on matters in which they have one (Rule 5.19), and may invest on the same terms as everyone else. Interests declared: Rhodri Lewis is a former chair of Danehill Parish Council, which applied to list the pub as an Asset of Community Value; Cllr Christina Coleman is a member of East Sussex County Council and Wealden District Council, the local planning authority; Ella Filskow previously worked at the Coach & Horses.

## 7. How to Invest

Pledge online now at [KeepCandHLocal.org](https://KeepCandHLocal.org). Pledges are non-binding and no money is taken before the share offer opens at 5pm on Sunday 18 October 2026, with a launch event at the Coach & Horses (sittings at 5pm and 7pm: a short presentation, questions and answers, and the chance to invest on the day). You can then invest until the target close at 5pm on 15 November 2026. Answers to common questions are in Appendix III.

### Timeline

| Milestone                                                                             | Target Date                    |
|---------------------------------------------------------------------------------------|--------------------------------|
| Listed as an Asset of Community Value by Wealden District Council                     | 2 October 2026                 |
| Independent pub valuation                                                             | October 2026                   |
| Secure Heads of Terms with the current owners, including a defined exclusivity period | Targeting Early October 2026   |
| Full Share Prospectus published                                                       | 10 October 2026                |
| Public share offer opens                                                              | 18 October 2026 (5pm)          |
| Share offer target close                                                              | 15 November 2026 (5pm)         |
| Formal offer made                                                                     | <i>Targeting December 2026</i> |
| Target exchange of contracts                                                          | <i>Targeting January 2027</i>  |

### Contact us

#### Danehill & Chelwood Gate Community Benefit Society

Email: [info@keepcandhlocal.org](mailto:info@keepcandhlocal.org)

Mobile: +44 7778 050077

Web: [KeepCandHLocal.org](https://KeepCandHLocal.org)

Facebook: Keep Coach and Horses Local (Group)

Post: White Gables, Beaconsfield Road, Chelwood Gate, East Sussex, RH17 7LF

## 8. Important Notices

### About this Investment Memorandum

This Investment Memorandum summarises the full Community Share Prospectus, the Society's offer document. Investments are made on the terms of the full Prospectus and the Society's Rules, which prevail if there is any difference; both are at KeepCandHLocal.org, with the Business Plan and privacy notice. This is an unregulated offer: it has not been approved by the Financial Conduct Authority or any other regulator, and it is not financial advice. If you are unsure, please take independent financial advice. The Board approved this document on 8 October 2026.

### Key risks

Community shares are long-term, risk-bearing capital, and you could lose some or all of the money you invest. They are not covered by the Financial Services Compensation Scheme, there is no right of complaint to the Financial Ombudsman Service, shares cannot be sold, and interest and withdrawals are not guaranteed. The main risks are that the purchase does not complete, that the offer does not raise enough, and that the pub trades below forecast. Invest only what you can afford to leave invested for the long term and could afford to lose. The full risk analysis, including how the Board intends to manage each risk, is in Appendix II.

### Community Shares — Investor Protections

- *All application money will be held in a separate account and returned in full if the offer does not proceed (see Section 5)*
- The Society is registered with the Financial Conduct Authority as a Community Benefit Society. The FCA does not regulate community share offers
- The asset lock means no private individual can profit from a sale of the pub's assets

### Community Shares — What Is Not Protected

- Community shares are NOT covered by the Financial Services Compensation Scheme
- There is NO right of complaint to the Financial Ombudsman in respect of community shares
- The return of your capital is NOT guaranteed — it depends on the financial health of the business
- Interest payments are NOT guaranteed in any year — they require Board discretion and member approval under the Rules
- If the business fails: the pub's assets would be sold, creditors paid first, then shareholders repaid up to the original value of their shares from what remains — meaning you could recover all, some, or none of your investment. Any funds left after that would pass to another community-benefit organisation, never to a private individual

## APPENDIX I - FINANCIAL

The forecast is a management estimate prepared for the proposed acquisition. It has not been audited and does not represent a promise or guarantee of future performance. This appendix provides a concise financial summary. Supporting historical trading information, detailed assumptions, downside analysis and cash-flow reconciliations are set out in the Business Plan, which should be read alongside the full Prospectus. Sources and uses of funds are set out in Section 5. No grant income is assumed in the base funding case.

### Historic Trading

| £000                                    | Year to 31 March 2026* | 12 months to 31 July 2026* |
|-----------------------------------------|------------------------|----------------------------|
| <b>Revenue, excluding VAT</b>           | <b>510</b>             | <b>516</b>                 |
| Cost of sales, excluding staff          | (196)                  | (203)                      |
| Gross profit                            | 315                    | 314                        |
| <b>Gross margin</b>                     | <b>61.7%</b>           | <b>60.8%</b>               |
| Staff costs                             | (196)                  | (196)                      |
| Other overheads, excluding depreciation | (77)                   | (76)                       |
| <b>EBITDA</b>                           | <b>42</b>              | <b>41</b>                  |
| Depreciation                            | (2)                    | (2)                        |
| <b>Operating profit</b>                 | <b>40</b>              | <b>40</b>                  |

\*Unaudited management accounts of the existing owner-run business, approved by the current owner for inclusion. The two periods overlap (the 12 months to 31 July 2026 include eight months of the year to 31 March 2026), so they should not be added together or read as consecutive years. The figures do not include the salaried general manager costed in the forecast, so they are not directly comparable with it. Figures may not sum due to rounding.

### Five Year Profit and Loss Forecast

| £000 unless stated       | Year 1       | Year 2       | Year 3       | Year 4       | Year 5       |
|--------------------------|--------------|--------------|--------------|--------------|--------------|
| Drinks sales             | 285          | 299          | 314          | 323          | 333          |
| Food sales               | 309          | 324          | 341          | 351          | 361          |
| <b>Total revenue</b>     | <b>594</b>   | <b>623</b>   | <b>655</b>   | <b>674</b>   | <b>694</b>   |
| Gross profit             | 372          | 390          | 410          | 422          | 435          |
| <b>Gross margin</b>      | <b>62.6%</b> | <b>62.6%</b> | <b>62.6%</b> | <b>62.6%</b> | <b>62.6%</b> |
| Staff costs              | (242)        | (251)        | (260)        | (267)        | (275)        |
| Other operating costs    | (73)         | (75)         | (78)         | (80)         | (83)         |
| <b>EBITDA</b>            | <b>56</b>    | <b>64</b>    | <b>72</b>    | <b>74</b>    | <b>77</b>    |
| EBITDA margin            | 9.5%         | 10.3%        | 11.0%        | 11.0%        | 11.0%        |
| Depreciation             | (26)         | (26)         | (26)         | (26)         | (26)         |
| Community-share interest | -            | -            | -            | (18)         | (17)         |
| <b>Profit before tax</b> | <b>30</b>    | <b>38</b>    | <b>46</b>    | <b>30</b>    | <b>33</b>    |
| Tax                      | (5)          | (13)         | (15)         | (11)         | (12)         |
| <b>Profit after tax</b>  | <b>25</b>    | <b>25</b>    | <b>31</b>    | <b>19</b>    | <b>21</b>    |

\*EBITDA means earnings before interest, tax, depreciation and amortisation. It measures operating performance before those items and is not the same as cash available for spending or withdrawals.

## Key Forecast Assumptions

| Assumption                | Base-case position                                                                                         |
|---------------------------|------------------------------------------------------------------------------------------------------------|
| Starting revenue base     | Rolling 12 months to July 2026: approximately £516,000                                                     |
| Year 1 revenue            | Approximately £594,000                                                                                     |
| Year 1 revenue growth     | 15%                                                                                                        |
| Subsequent revenue growth | 5% in Years 2 and 3; 3% in Years 4 and 5                                                                   |
| Year 1 gross margin       | 62.6% blended (drinks 66.3%, food 63.7%), up from 60.8%                                                    |
| Food covers               | About 248 a week at £24 average net spend, no table turns assumed                                          |
| Year 1 staff costs        | Approximately £242,000 (40.8% of revenue), falling to 39.6% by Year 5                                      |
| Property purchase price   | £695,000                                                                                                   |
| Target funding case       | £900,000 of community shares with no loan or grant                                                         |
| Community-share interest  | Illustratively 2% from Year 4, subject to affordability and approval                                       |
| Share withdrawals         | Illustratively £50,000 in each of Years 4 and 5, subject to the Rules and the Society's financial position |
| Year 1 Corporation tax    | Tax estimates depend on taxable profits, capital allowances and any reliefs available to the Society.      |

The Business Plan explains the Year 1 revenue and margin assumptions, the supporting historical trading baseline, operating costs and how performance will be monitored. It also sets out the effects of weaker trading and the actions available to management.

## Five-Year Cashflow Summary

| £000                        | At acquisition | Year 1     | Year 2     | Year 3     | Year 4     | Year 5     |
|-----------------------------|----------------|------------|------------|------------|------------|------------|
| Opening cash                | -              | 138        | 167        | 226        | 286        | 272        |
| Net cash movement           | 138            | 29         | 59         | 60         | (14)       | (1)        |
| <b>Closing cash balance</b> | <b>138</b>     | <b>167</b> | <b>226</b> | <b>286</b> | <b>272</b> | <b>271</b> |

The forecast shows a positive closing cash balance throughout the five-year period. The reduction in Years 4 and 5 reflects the illustrative introduction of community-share interest and withdrawals. Both would proceed only where the Board considers them affordable and consistent with the Society's Rules. Acquisition cash of £138,000 includes £50,000 allocated to subsequent refurbishment; the balance of £88,000 is opening working capital. The lowest modelled monthly cash balance in Year 1 is approximately £86,000. The Business Plan reconciles EBITDA to the cash movements above, including capital expenditure, working capital, tax payments, share interest and withdrawals. Acquisition cash includes amounts earmarked for refurbishment and is not all available for discretionary spending.

## Five-Year Balance Sheet Summary

| £000 at year end                   | Year 1        | Year 2        | Year 3        | Year 4        | Year 5        |
|------------------------------------|---------------|---------------|---------------|---------------|---------------|
| <b>Fixed assets</b>                | <b>744.2</b>  | <b>718.3</b>  | <b>692.5</b>  | <b>671.2</b>  | <b>644.8</b>  |
| <b>Stock and cash</b>              | <b>179.3</b>  | <b>238.9</b>  | <b>298.9</b>  | <b>285.7</b>  | <b>284.9</b>  |
| <b>Creditors</b>                   | <b>(28.0)</b> | <b>(36.8)</b> | <b>(40.2)</b> | <b>(36.8)</b> | <b>(38.5)</b> |
| <b>Net assets</b>                  | <b>895.5</b>  | <b>920.4</b>  | <b>951.2</b>  | <b>920.0</b>  | <b>891.3</b>  |
| <b>Community share capital</b>     | <b>900.0</b>  | <b>900.0</b>  | <b>900.0</b>  | <b>850.0</b>  | <b>800.0</b>  |
| <b>Accumulated profit / (loss)</b> | <b>(4.5)</b>  | <b>20.4</b>   | <b>51.2</b>   | <b>70.0</b>   | <b>91.3</b>   |
| <b>Members' funds</b>              | <b>895.5</b>  | <b>920.4</b>  | <b>951.2</b>  | <b>920.0</b>  | <b>891.3</b>  |

Book values, not a valuation of the pub or a guaranteed amount available to repay members. Share capital falls to £850,000 and £800,000 in Years 4 and 5 because the forecast illustrates £50,000 of withdrawals each year, while retained profits build members' funds. Year 1 net assets are slightly below £900,000 because £30,000 of pre-opening professional costs are recognised before trading begins. The full balance sheet is in the Business Plan.

## Interest and Withdrawal of Community Shares

The forecast assumes no share interest or withdrawals in the first three years, and illustrates interest at 2% and withdrawals of £50,000 a year from Year 4. These are planning assumptions: they depend on the Society's performance, available cash, the Rules and the Board's judgement, are not guaranteed and create no entitlement for any member.

## Year 1 Breakeven

| Measure                             | Year 1 base case |
|-------------------------------------|------------------|
| Forecast revenue                    | £594,000         |
| Estimated EBITDA break-even revenue | £479,000         |
| Revenue above EBITDA break-even     | £115,000         |
| Margin above EBITDA break-even      | 19%              |

Break-even is an estimate based on the forecast gross margin and the expected mix of fixed and variable operating costs. It will change if sales, margins or costs differ from the assumptions.

## Important Qualifications

- The forecast depends on assumptions concerning revenue, gross margin, staffing, inflation and property costs.
- Property expenditure remains subject to quotations and final due diligence.
- The minimum funding case depends on the Society obtaining approximately £100,000 of loan finance, which has not yet been secured.
- Community-share interest and withdrawals are discretionary and may be reduced, deferred or suspended.
- Any tax relief depends on the Society's continuing eligibility and each investor's individual circumstances.
- Actual financial performance may differ materially from the forecast. Investors should invest only what they can afford to lose.

## APPENDIX II - RISK FACTORS

Community shares are long-term, risk-bearing capital. You could lose some or all of the money you invest. There is no Financial Services Compensation Scheme cover and no right of complaint to the Financial Ombudsman Service. Shares cannot be sold, and withdrawals and interest are not guaranteed. Invest only what you can afford to leave invested for the long term and could afford to lose. The table below sets out the risks the Board has identified, its current view of how likely each is, and how it intends to manage them. These actions are intended to manage the risks but cannot eliminate them.

| Risk                                                                                                                                                                                                                                                                 | Likelihood | How the Society intends to manage the risk                                                                                                                                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Acquisition and funding</b>                                                                                                                                                                                                                                       |            |                                                                                                                                                                                                                                                                                                                                         |
| <b>The purchase may not complete.</b> Heads of Terms with Ian and Catherine are not yet agreed. There is no binding agreement or exclusivity, the sellers could accept another offer, and due diligence could lead the Society to withdraw.                          | Medium     | Regular (weekly) conversations with Ian continue, and he is aware of the Board's timeline. The Board is moving at pace, having registered the Society, completed an independent structural survey and worked towards demonstrating funding intent. If the purchase does not proceed, application money is returned in full (Section 5). |
| <b>The share offer may not raise enough.</b> £800,000 of shares alone is not enough to complete the purchase. Between £800,000 and £900,000, completion would depend on securing acceptable loan or other funding.                                                   | Medium     | Application money is held in a separate account and returned in full if the offer does not proceed (Section 5). The Board will not complete the purchase unless the full funding requirement is met.                                                                                                                                    |
| <b>The purchase price may exceed the funding available.</b>                                                                                                                                                                                                          | Medium     | The £695,000 guide price remains subject to agreement and an independent valuation. The Board will assess total costs and funding before committing to the purchase.                                                                                                                                                                    |
| <b>The property may need more work than expected.</b> Surveys and inspections may identify repairs beyond the present allowances. The Grade II listing may make work more expensive, restrict alterations or require listed-building and planning consent.           | Low-Medium | A full structural survey found no major issues with the roof or structure. The Society will obtain further specialist advice and quotations where needed, prioritise essential work, phase discretionary improvements and obtain any required consents before works proceed.                                                            |
| <b>Your investment</b>                                                                                                                                                                                                                                               |            |                                                                                                                                                                                                                                                                                                                                         |
| <b>You could lose some or all of your investment.</b> If the Society cannot meet its obligations, creditors, including any secured lender, are repaid before members. A lender may require security over the property. Repayment of share capital is not guaranteed. | Low        | The target funding case requires no borrowing, and any loan would be limited to what is needed. The Board will monitor trading and cash closely. Invest only what you can afford to lose.                                                                                                                                               |
| <b>Interest may not be paid in the early years.</b>                                                                                                                                                                                                                  | High       | No interest is planned for the first three years; the forecast illustrates 2% from Year 4. Share interest is discretionary, subject to trading profits and the approvals required by the Rules.                                                                                                                                         |

| Risk                                                                                                                                                                                                                                                            | Likelihood | How the Society intends to manage the risk                                                                                                                                                                                                                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SEIS or EIS relief may not be available or retained.</b> Advance Assurance, if received, does not guarantee relief for every investor. The Society or an investor may fail to meet the continuing conditions, and relief already claimed could be withdrawn. | Low–Medium | The Society is obtaining specialist advice, will communicate HMRC’s position accurately and will take reasonable steps to maintain eligibility. Investors should take advice on their own circumstances.                                                            |
| <b>Running the pub</b>                                                                                                                                                                                                                                          |            |                                                                                                                                                                                                                                                                     |
| <b>Trading may fall short of the forecast.</b> The historical figures are unaudited management accounts, and the forecast depends on assumptions about sales, staffing, margins, costs and timing. Actual results may differ materially.                        | Low–Medium | The Board will review revenue, margins, staffing and cash against the plan every month, adjust operations where necessary and report actual performance to members. Forecast growth and profits are not guaranteed.                                                 |
| <b>Competition from nearby pubs may limit growth.</b> This includes the Griffin in Fletching                                                                                                                                                                    | Medium     | The plan focuses on what sets the Coach & Horses apart: an independent free house, a stronger kitchen, a weekly events programme and a member base with a stake in its success. The Board will track sales against forecast and adjust the offer where needed.      |
| <b>Costs may rise faster than prices.</b> Food and drink, wages, energy, business rates and insurance may rise more quickly than assumed, and it may not be possible to pass increases on to customers.                                                         | Medium     | Management will monitor margins, stock, wastage, rotas and supplier terms closely, review menus and pricing regularly, tender suppliers where appropriate and defer discretionary spending.                                                                         |
| <b>Cash may come under pressure.</b> Seasonal trading, unexpected costs, loan repayments or delayed receipts could leave less cash to run the pub, delaying planned investment, interest or share withdrawals.                                                  | Low–Medium | The manager and Treasurer will keep a rolling cash forecast, and the Board will put the pub’s financial stability ahead of discretionary works, share interest and withdrawals.                                                                                     |
| <b>A manager, chefs or other staff may be hard to recruit or keep.</b> Delays or departures could affect service, opening hours and financial performance, and employment costs transferring with the business may differ from current assumptions.             | Medium     | The Society will prepare a recruitment and retention plan, offer market-appropriate terms, develop succession and cross-training arrangements, and take professional advice on employment and TUPE before completion. Experienced operators are advising the Board. |
| <b>The project relies on a small number of people.</b> Losing a key Board member, a shortage of volunteers or unclear roles between Board and management could delay decisions or weaken oversight.                                                             | Low        | Responsibilities will be spread across the Board, decisions and delegated authorities documented, conflicts of interest declared and succession planned. The operating model does not rely on volunteers in essential paid roles.                                   |

| Risk                                                                                                                                                                                                                                                                       | Likelihood | How the Society intends to manage the risk                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Legal, regulatory or planning requirements may not be met.</b><br>Failures involving licensing, food hygiene, fire safety, health and safety, employment, data protection, planning or listed-building controls could lead to fines, restrictions or temporary closure. | Low        | The manager and Board will maintain documented policies and compliance checks, use qualified advisers, keep licences, inspections, training and insurance current, and obtain any required consents before works proceed. |
| <b>Supply problems or equipment failure could interrupt trading.</b><br>Supplier failure or a breakdown of kitchen, refrigeration, heating or cellar equipment could raise costs or reduce trade.                                                                          | Low        | The Society will assess equipment condition, plan preventive maintenance, keep alternative suppliers and hold business interruption and property insurance where available on acceptable terms.                           |
| <b>Events outside the Society's control could affect the business.</b><br>Severe weather, utility failure, fire, flooding, public-health restrictions or economic weakness could interrupt trading or reduce demand, and insurance may not cover every loss.               | Low        | The Society will maintain appropriate insurance, business-continuity arrangements and prudent financial controls, but some external risks cannot be fully mitigated.                                                      |

## APPENDIX III - QUESTIONS AND ANSWERS

### What am I investing in?

Shares in Danehill & Chelwood Gate Community Benefit Society Limited, which will buy and run the Coach & Horses. Shares cost £1 each. Your first £1 buys a Membership Share, which makes you a member with one vote; the rest of your investment buys Community Shares (Section 3).

### How much can I invest, and who can invest?

From £250 to £50,000, in multiples of £250. Anyone aged 16 or over who supports the Society's aims can invest, as can organisations such as businesses, charities and clubs. Applications from outside the UK are welcome, subject to identity checks. Joint applications are not accepted, but you can buy shares as a gift in someone else's name. All five investment tiers carry the same rights.

### How and when do I invest?

Pledge online now at [KeepCandHLocal.org](https://KeepCandHLocal.org). Pledges are non-binding and no money is taken before the offer opens. You can then invest from 5pm on 18 October 2026, when the share offer opens, until the target close at 5pm on 15 November 2026.

### What happens to my money if the offer does not succeed?

Application money is held in a separate bank account and is not used until the offer has succeeded and the Board has confirmed the purchase can proceed. If the offer does not go ahead, or the purchase has not completed by 30 June 2027, your money is returned in full within 28 days, without deduction. If anything material changes before shares are issued, you will have at least 14 days to withdraw for a full refund (Section 5).

### Can I get tax relief?

The Society is applying for HMRC Advance Assurance under SEIS (50% income tax relief) and EIS (30%). If confirmed, and if you qualify, relief would be shared across both schemes. For illustration, if £900,000 were raised with £250,000 under SEIS, the blended relief would be about 35.6%, so a £1,000 investment could reduce your income tax by about £356. You must hold your shares for at least three years to keep the relief. Relief is not guaranteed; please take tax advice.

### Will I earn interest?

No interest is planned for the first three years. After that, the Board may propose interest if the pub can afford it, and members must approve it at the AGM. The rate cannot exceed the greater of 5% or 2% above the Bank of England base rate. The forecast illustrates 2% from Year 4, which would be £20 a year on a £1,000 investment, but interest is never guaranteed.

**Can I get my money back?**

Your Community Shares can be withdrawn, but not traded. You can apply after three years, giving at least three months' notice. Withdrawals are at the Board's discretion and depend on the Society's finances; the Board can set an annual limit or suspend withdrawals, and a reasonable administration charge may be deducted. Your £1 Membership Share cannot be withdrawn (Section 3).

**Can I sell my shares, or benefit if the pub rises in value?**

No. Shares cannot be sold to another person; they can only be withdrawn from the Society, at no more than the amount you paid. The asset lock means no one can make a capital gain from the pub, and every member has one vote regardless of how much they invest.

**What happens to my shares if I die?**

Your shares do not lapse. When you invest, you can nominate someone to receive them: where their value does not exceed £5,000, the Society can pay or transfer them directly to your nominee without probate. Above £5,000, or without a nomination, they pass to your estate, and your personal representatives can withdraw them under the normal rules or transfer them to a beneficiary with Board approval.

**What say will I have?**

Every member has one vote. Members receive the annual report and accounts, elect the Board at the AGM, and vote on resolutions including any interest payment. Ten members, or 10% of members if fewer, can call a special meeting (Section 2).

**Who will run the pub, and will it change?**

The Society will employ an experienced general manager and team, overseen by the elected Board. Everyone currently working at the pub will be invited to stay. At first the menu, drinks and opening hours stay the same; improvements and extra opening sessions then follow in stages (Section 4).

**How safe is my money?**

Community shares are an unregulated investment and you could lose some or all of your money. There is no protection from the Financial Services Compensation Scheme and no right to complain to the Financial Ombudsman. If the business failed, the pub would be sold, creditors paid first, and members repaid up to the value of their shares from what remained. Community-owned businesses have a strong track record, but past performance is no guarantee (Appendix II).

**Why the urgency?**

The pub is on the open market and the owners are free to accept another offer until binding terms are agreed. The Asset of Community Value listing can pause a sale for up to six months while the community puts together a bid, but it does not oblige the owners to sell to us, so it would not stop a sale to another buyer. Strong early pledges, followed by investment when the offer opens, are what allow us to make a credible offer.

**Where can I find out more, and how else can I help?**

The full Share Prospectus, Business Plan, the Society's Rules and the privacy notice will be available at [KeepCandHLocal.org](http://KeepCandHLocal.org). Email [info@keepcandhlocal.org](mailto:info@keepcandhlocal.org)