

PHILANTHRIFY LTD (company number: 14935324) (country of incorporation: United Kingdom) (“Company”)

This crowdfunding offer has been neither verified nor approved by Comisión Nacional del Mercado de Valores or the European Securities and Markets Authority (ESMA). The appropriateness of your experience and knowledge have not necessarily been assessed before you were granted access to this investment. By making this investment, you assume the full risk of taking this investment, including the risk of partial or entire loss of the money invested.

Risk warning

Investment in this crowdfunding project entails risks, including the risk of partial or entire loss of the money invested. Your investment is not covered by the deposit guarantee schemes established in accordance with Directive 2014/49/EU of the European Parliament and of the Council. Nor is your investment covered by the investor compensation schemes established in accordance with Directive 97/9/EC of the European Parliament and of the Council. You may not receive any return on your investment. This is not a savings product and we advise you not to invest more than 10 % of your net worth in crowdfunding projects. You may not be able to sell the investment instruments when you wish. If you are able to sell them, you may nonetheless incur losses. [Click here to read the full risk warning](#)

Pre-contractual period

Investors benefit from a reflection period during which they can, at any time, revoke their offer to invest or expression of interest in the crowdfunding offer without giving a reason and without incurring a penalty. The reflection period starts at the moment the prospective non-sophisticated investor makes an offer to invest or signals its expression of interest and expires after four calendar days therefrom. If you would like to proceed with the cancellation of your investment you can do it through your Crowdcube profile.

Overview of the crowdfunding offer

Pitch identification	9598006T6MWGZQPUX46200035079
Company LEI	984500A2B2E4762FY102
Type of offer and share type	Equity Ordinary Shares
Tax Relief	UK EIS - Pending UK SEIS - Up to £220,000
Deadline	The investment round will be open from 06/10/25 until a maximum of 27/10/25, or until it reaches its maximum funding goal, whichever comes first. In the event that the company does not reach its funding goal, the campaign will be canceled and funds will be returned to investors.
Price per share	£0.168327 per share (“Share Price”) or 0.19 EUR* *FX rate of 1 GBP = 1.14616 EUR as of 02/10/2025
Maximum targets of the investment round	£700,000 maximum target; or 802,290 EUR* *FX rate of 1 GBP = 1.14616 EUR as of 02/10/2025

A. Information about the project owner and the crowdfunding project

a) Project owner and crowdfunding project

- **Contact details:** hello@philanthrify.co.uk
- **Companies House:** [link](#)
- **Pitch page:** [here](#)
- **Management.** The company has a board of directors composed of:
 - Tomos Rees
 - Arran Clark
- **Ownership:** The Company currently has a fully diluted share capital of 29,704,141 shares. Persons of significant control that hold more than 25% of the shares of the Company, or who can control more than 25% of the voting rights of the Company are included in the table below.

Shareholder	Shares Pre- Crowdfunding offer	Equity Pre- Crowdfunding offer
Tomos Llewelyn Wyn Rees	10,000,000	83.11%

b) Responsibility for the information provided in this Summary of Key Information

The Company declares that, to the best of its knowledge, no information has been omitted or is materially misleading or inaccurate. The Company is responsible for the preparation of this Summary of Key Information.

The Summary of Key Information has been completed by **Tomos Llewelyn Wyn Rees**, and I declare that to the best of my knowledge, the information contained in the Summary of Key Information is true, accurate and not misleading and does not infringe any laws, regulations or the rights of any third party including intellectual property rights.

c) Principal activities of the Company

Philanthrify Ltd develops software and provides IT-based services to support charitable or philanthropic initiatives. It designs, builds and operates digital platforms to help organisations and individuals manage, deliver or analyse social impact programmes. It also offers consultancy and technical support across related IT and service areas.

d) Financial statements

Past Performance does not provide a reliable indicator of future results.

Please see the most recent annual accounts in the following [link](#).

	FY ended 30 June 2025
Turnover	-
Profit/Loss	-£79,602.33
Liabilities	£28,058.29

Debt

Lender	Principal Amount	Amount Outstanding	Repayment Date	Interest Rate
Arran Clark	£1,800	£1,800	N/A	0%
Tomos Rees	£4,310	£4,310	N/A	0%

e) Description of the crowdfunding project.

Problem	Before Philanthrify was founded in 2023, trust in charities has fallen to 48% during February 2022, and in 2024, just 50% of the public giving; down from 58% in 2019. Charities are struggling as donors feel disconnected from impact, with no clear path to rebuild trust.
Solution	Philanthrify is developing an innovative platform that is designed to help charities increase transparency in their work and bridge the disconnect between donors and the impact their donations have.
Business Model	Philanthrify intends to develop a diversification of revenue streams after its public launch where it anticipates its main revenue streams to generate from subscription service and donation fees.

B. Company main risks

Type 1 - Project risk

Early-Stage Business	As at the date of launch, the Company is at an early stage of its development and its product is not yet fully launched. Consequently, where the Company has made estimates or projections of the Company's anticipated revenues and costs, these are based on their current beliefs and assumptions at the date of this document, and they will not necessarily update them. As such, the information provided on the website and within this document is indicative only and is intended solely for informational purposes. These statements may involve known or unknown risks, uncertainties and other important factors which could cause our actual results, performance or achievements to differ from those expected, including the risks listed above. There is also a risk that the Company may experience delays in bringing their products to market, which could increase the risk of failure.
Product development	The Company's growth is dependent on the successful development, maintenance and improvement of its digital platform. Delays, cost overruns, or failure to deliver a product that meets the expectations of users could materially and adversely affect adoption, revenues and long-term viability.
Cybersecurity and Data Protection	The Company is exposed to the risk of cyberattacks, data breaches and other security incidents, any of which could have a material adverse effect on the Company.
Funding	The Company's costs might increase, reducing the runway of the Company and increasing the risk of failure of the Company. Whilst the Company will have runway at the close of this raise, it will need to raise further capital and there is no guarantee it will be able to secure funds.
Macro-economic climate	The Company derives some of its profits from donation fees and is therefore dependent on the amount of donations made by donors. The Company's performance depends to a certain extent on a number of factors outside of the control of the Company which impact on the amount of donation made by

	donors, including economic conditions. Rates of inflation, industry conditions, and other factors could have an adverse effect on the financial performance and prospects of the Company.
Reputation and Trust	The Company operates in a sector where integrity and transparency are fundamental. Any negative publicity concerning our sector, even if untrue, could adversely affect our reputation and business prospects, which could significantly harm the Company's ability to attract and retain users, donors and partners.
Regulatory and Tax Treatment	The charitable giving sector is subject to evolving tax and regulatory frameworks. Any changes in regulations may increase operational costs or reduce demand for services.

Type 2- Sector risk

The Company operates in the **Information Technology (NACE Code 62)** sector.

The risks that are inherent in this sector are:

- High competition and rapid technological change, which may render products or services obsolete.
- Cybersecurity threats and data protection risks, which may expose the Company to legal and reputational issues.

Type 3 - Risk of default

The risk that a project or the project owner may be subject to bankruptcy or other insolvency proceedings, and other occurrences concerning the project or the project owner which may result in the loss of the investment for the investors.

Such risks may be caused by a variety of factors, including but not limited to: (severe) change in macroeconomic circumstances, mismanagement, lack of experience, fraud, the financing not fitting the business purpose, unsuccessful product launch, lack of cash flow.

The majority of start-up businesses fail or do not scale as planned and therefore investing in these businesses may involve significant risk. It is likely that you may lose all, or part, of your investment. You should only invest an amount that you are willing to lose and should build a diversified portfolio to spread risk and increase the chance of an overall return on your investment capital. If a business you invest in fails, neither the company – nor Crowdcube – will pay you back your investment.

Type 4 - Risk of a platform failure

In the event that the platform is inoperative, investors will not be able to access their portfolios and will not be able to invest in new projects. In any case, all their investments will not be lost and they will be able to access them as soon as the problem is solved.

In the event that the platform is no longer operational, Crowdcube has a resolution plan to protect client assets which allows Crowdcube to transfer the legal title to a third party trust company to hold shares on behalf of the underlying investors.

C. Information on Crowdcube Nominees Limited

- **Legal form:** Crowdcube Nominees Limited. Crowdcube Nominees Limited is a wholly-owned subsidiary of Crowdcube Capital Limited.
- **Address:** Zetland House, Clifton Street, London, England, EC2A 4LD (company number 09820478) in accordance with the [Investor Nominee Terms](#).
- **Email:** support@crowdcube.com
- Investors who invest over £25,000 (or 28,650 EUR)* will hold shares directly.
**FX rate of 1 GBP = 1.14616 EUR as of 02/10/2025*

D. Investor rights

Voting rights	All shareholders have equal voting rights.
Dividend rights	All shareholders have equal dividend rights.
Pre-emption rights	Yes This is a right for existing shareholders to have the first refusal on the issue of new shares by a company. These rights protect shareholders against dilution of their shareholdings. Where pre-emption rights apply, shares are offered to holders of relevant shares in proportion to their existing holdings.
Drag along	Yes If a certain group of shareholders want to sell their shares, they can force the other shareholders to sell at the same time. The provision protects minority shareholders by ensuring that the price, terms, and conditions of a share sale are equal for all shareholders.
Tag-along rights	If a majority of shareholders wish to sell their shares, the minority shareholders can demand that the buyer must also purchase their shares as well on the same terms. This is an important protection for minority investors including Crowdcube investors.
Right to appoint a director	Any shareholder holding 25% or more of the Ordinary Shares in the Company may either appoint themselves as a director, or, appoint one other person as a director.
Permitted transfer provisions	A Beneficial Owner (as a person whose shares are held in trust by Crowdcube Nominees Limited) may transfer their beneficial interest to another member of Crowdcube. Legal title to the shares will remain with Crowdcube Nominees Limited.

E. Fees applicable to investors.

- There is no fee for becoming a member of Crowdcube's investor community.
- A 2.49% investment fee is applied to the amount you invest, which is subject to a minimum of €5 and is capped at a maximum of €500.00. If you invest €20,000, a 2.49% investment fee applies, which amounts to €498 (below the €500 cap). This fee will be charged each time the investor makes an investment. Additionally, a 5% success may be applied only if the investor makes a profit when selling their investment.

Additional information

You can access additional information in the [Help Center](#)