THE CO-OPERATIVE INVESTMENT FUND LTD

Investment Prospectus

"Building Barbados Through Co-operative Investment"

EXECUTIVE SUMMARY

Investment Opportunity

The Co-operative Investment Fund Ltd (CIF) offers all cooperatives a unique opportunity to invest in the economic development of Barbados while earning competitive returns. Established in 2018, CIF pools capital from credit unions, co-operatives, and individuals to fund residential and commercial property development, renewable energy projects, and co-operative business expansion.

Key Investment Highlights

- **Registered Entity**: Limited liability co-operative registered under Barbados Co-operative Societies Act Cap 378A (May 18, 2018)
- **Target Returns**: 3-3.5% on deposits; dividend potential on share investments
- **Loan Portfolio Rates**: 8.5-12% depending on project risk
- **Proven Track Record**: Successfully completed two residential housing projects, all units sold to credit union members
- **Security-First Approach**: Land and property-backed investments prioritized
- **Regulated**: Supervised by the Registrar of Co-operatives; compliant with Anti-Money Laundering regulations

Investment Products

Product	Minimum Investment	Expected Return	Liquidity
Individual Membership Shares	$500 (50 shares @ $10)	Dividends based on performance	Limited
Organizational Membership Shares	$1,000 (100 shares @ $10)	Dividends based on performance	Limited
Deposit Accounts	To be determined	3-3.5% annually	Moderate

Funds raised will be deployed across three core investment areas:

1. **Property Development Fund** (60%): Residential and commercial real estate projects
2. **Innovation & Technology Fund** (25%): Renewable energy, digital payments, agricultural technology
3. **Co-operative Business Loans** (15%): Working capital and expansion financing for co-operative enterprises

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ABOUT THE CO-OPERATIVE INVESTMENT FUND

Our Mission

To transform Barbados' economy by democratizing investment opportunities, enabling Barbadians at home and abroad to participate meaningfully in wealth creation through the co-operative movement.

What Makes Us Different

Traditional Investment Limitations

- High minimum investments exclude most Barbadians
- Returns concentrated among wealthy investors
- Limited focus on community development

The CIF Advantage

- Accessible entry points starting at $100
- Returns shared broadly across the co-operative community
- Every investment strengthens local economic infrastructure
- Member ownership ensures alignment of interests

Our History

Founded by a consortium of leading Barbadian co-operatives and individuals, CIF was created to address a critical gap in the local investment landscape. By pooling resources from credit unions, co-operative businesses, and individual members, we've created sufficient capital scale to undertake meaningful development projects that benefit the entire community.

Founding Organizations:

- Barbados Co-operative Business Association Ltd
- Prudential Co-operative Credit Union Ltd
- St. Stephen's Co-operative Credit Union Ltd

Additional Member Co-operatives:

- South-east Farmers' Co-operative Society Ltd
- Port Taxi Co-operative Society
- Barbados Co-operative Development Society Ltd
- Barbados Transport Co-operative Society Ltd
- Barbados Sustainable Energy Co-operative Society Ltd
- St. George Farmers Marketing Cooperative

MANAGEMENT & GOVERNANCE

Board of Directors

The CIF Board of Directors provides strategic oversight and ensures the Fund operates in accordance with co-operative principles and regulatory requirements. Directors are elected by members and represent diverse sectors of the Barbadian co-operative movement.

President: Oriel F. Doyle, BJH, B.Sc., CPA, CGMA, FCA is a chartered accountant and a seasoned cooperator with over 40 years of experience in the co-operative sector.

Vice President: Mr. Algernon Johnson is a senior technician and has been associated with the co-operative sector for over 15 years.

Secretary: Charmaine Ward, B.Sc. is an assistant accountant and has been associated with the cooperative sector for over 35 years.

Treasurer: Andrew Hackett, B.Sc. is a sales professional and has over 30 years of experience in the credit union movement.

Director: Carson Moore is a transport proprietor and has been associated with the cooperative movement for more than 20 years.

Management Team

The day-to-day operations are managed by experienced professionals with backgrounds in finance, real estate development, and co-operative management.

President: Oriel F. Doyle, BJH, B.Sc., CPA, CGMA, FCA is a chartered accountant and a seasoned cooperator with over 40 years of experience in the co-operative sector.

Secretary: Charmaine Ward, B.Sc. is an assistant accountant and has been associated with the cooperative sector for over 35 years.

Governance Structure

- **Annual General Meetings**: All members vote on major decisions
- **Quarterly Board Meetings**: Strategic oversight and policy decisions
- **Monthly Management Reviews**: Operational performance monitoring
- **Independent Audit**: Annual financial audit by licensed Barbadian accounting firm
- **Regulatory Supervision**: Oversight by the Registrar of Co-operatives

Advisory Committees

Technical Committee: Reviews and assesses investment proposals for financial viability and risk **Compliance Committee**: Ensures adherence to anti-money laundering regulations and co-operative legislation

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BUSINESS MODEL & STRATEGY

How We Create Value

CIF operates as a financial intermediary within the co-operative sector:

Capital Sources → Investment Activities → Returns

We raise capital through member shares. We deploy that capital in carefully selected development projects and loans, and distribute returns through dividends and other payments.

Revenue Streams

1. **Interest Income**: Loans to co-operative businesses and development projects (8.5-12%)
2. **Property Development Profits**: Margins on residential and commercial developments
3. **Fee Income**: Arrangement fees, appraisal fees, syndication fees
4. **Investment Returns**: Securities and strategic equity positions

Strategic Priorities

1. Sustainable Capital Growth

Build a stable, diversified funding base from credit unions, co-operatives as well as businesses and individuals through their cooperative.

2. Portfolio Diversification

Balance investments across property development, business loans, and innovation projects to manage risk while maximizing returns.

3. Operational Excellence

Control costs, hire skilled professionals, implement best-practice systems, and maintain service quality throughout all operations.

4. Regulatory Compliance

Full adherence to Barbados Co-operative Societies Act, Anti-Money Laundering regulations, and international financial standards.

5. Strategic Partnerships

Develop relationships with local credit unions and international co-operative organizations to expand investment opportunities and funding sources. The Co-operative Investment Fund is a full member of the International Co-operative Bankers Association with a membership of over 50 co-operative banks from around the world. It is based in India.

6. Member Education

Provide ongoing training in co-operative principles, investment fundamentals, and financial literacy.

INVESTMENT PRODUCTS & SERVICES

1. Membership Shares

Structure: Each share has a par value of $10. Shares represent ownership in the Fund and entitle holders to voting rights and dividend distributions based on annual performance.

Requirements:

- **Individuals**: Minimum 50 shares ($500) by end of first year; entrance fee $25
- **Organizations**: Minimum 100 shares ($1,000) by end of first year; entrance fee $100

Eligibility:

- Individuals must be 16 years or older and of good character
- Organizations must be incorporated under Barbados law
- All members must operate within CIF's designated area of operation

Returns: Dividends declared annually based on Fund performance, subject to Board approval and reserve requirements.

Liquidity: Limited. Shares cannot be freely traded. Withdrawal requires Board approval and is subject to the co-operative's bylaws.

2Co-operative Investment Accounts

Purpose: Provides members with a liquid savings option while providing CIF with flexible capital for shorter-term investments.

Dividend Rate: Approximately 3-3.5% annually (competitive with prime savings rates)

Minimum Balance: To be determined

Accessibility: Moderate liquidity with notice requirements for large withdrawals

3. Property Development Fund

Our Flagship Product

The Property Development Fund finances residential and commercial real estate projects that provide quality housing for Barbadians while generating attractive returns for investors.

Track Record:

- Two residential projects completed to date
- All units sold to credit union members
- Mortgage financing provided by partner credit unions, creating multiple revenue streams

Investment Model:

CIF finances development → Properties built → Units sold to credit union members

→ CIF recovers capital + profit → Partner credit unions earn mortgage interest

Current Pipeline:

- Two housing projects in negotiation (approximately 200 residential lots)
- Focus on affordable housing for low-income credit union/co-operative members
- One commercial property development opportunity
- Partnership opportunities available for credit unions wishing to co-invest

Security: First mortgage positions on land and developed properties

4. Innovation & Technology Fund

Focus Areas:

Renewable Energy Initiatives

- Solar installation projects for co-operative buildings
- Community-scale sustainable energy systems
- Partnership with Barbados Sustainable Energy Co-operative

Digital Financial Services

- Digital payment systems for co-operative members
- Co-operative debit/credit card development using modern technology.
- Mobile money wallet for co-operative sector

Agricultural Innovation

- Modern co-operative farming techniques
- Technology-enabled production and distribution
- Support for South-east Farmers Co-operative expansion

Target Returns: 3% base return to investors, with potential upside from successful project commercialization

5. Co-operative Business Financing

Loan Products:

- Working capital financing
- Equipment purchases
- Business expansion projects
- Commercial mortgages

Loan Terms:

- **Amount**: Based on project size and security available

- **Interest Rates**: 8.5-12% depending on risk assessment
- **Maturity**: 1-7 years with grace periods matching project cash flows
- **Security**: Land mortgages preferred; equipment liens, inventory pledges, and guarantees also accepted

Eligibility:

- Must be co-operatively owned or pursuing co-operative ventures
- Fully computerized operations required
- Must be incorporated
- Sound business plan with confirmed market
- Adequate security arrangements

MARKET OPPORTUNITY

The Investment Gap in Barbados

Barbadian credit unions collectively hold over $3 billion in assets, yet investment options remain limited. Traditional savings accounts offer minimal returns (often below 1%), while investment opportunities requiring sophisticated analysis or large minimums remain out of reach for most Barbadians.

Our Solution

CIF addresses this gap by:

- Pooling smaller investments to achieve institutional scale
- Providing professional investment management and due diligence
- Offering returns superior to traditional savings products
- Keeping capital invested in Barbados' development

Target Markets

For Capital

- Credit unions and co-operative organizations
- Individuals through their co-operative (CIA)
- Barbadian diaspora seeking to invest in homeland development through a cooperative
- Business entities aligned with co-operative principles

For Loans & Project Financing:

- Residential property developers (focus on affordable housing)

- Commercial real estate developers
- Small and medium co-operative businesses
- Renewable energy projects
- Agricultural co-operatives
- Technology ventures serving the co-operative sector

Competitive Advantages

1. **Lower Cost Structure**: Co-operative model eliminates profit extraction to external shareholders
2. **Patient Capital**: Member-owners accept reasonable returns focused on long-term sustainability
3. **Local Knowledge**: Deep understanding of Barbadian market and co-operative sector needs
4. **Trusted Network**: Established relationships with credit unions and co-operatives across Barbados
5. **Regulatory Support**: Operating within framework specifically designed for co-operative finance

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FINANCIAL INFORMATION

Revenue Model

Income Sources:

- Interest on loans (8.5-12% rates)
- Property development margins
- Fee income (arrangement, appraisal, syndication fees)
- Investment income from securities

Expense Structure:

- Interest paid to depositors (3-3.5%)
- Salaries and wages (staff members)
- Professional fees (audit, legal, consultants)
- Operating expenses (office, technology, marketing)

Capital Structure

Share Capital: Provided by member organizations and individuals, forming the permanent capital base of the Fund.

Co-operative Investment Account. Accepted from members and partner organizations, forming the primary lending capital.

Retained Earnings: Accumulated profits reinvested to grow the Fund's capacity.

Reserves: Statutory reserves and loan loss provisions maintained in accordance with regulatory requirements.

Investment Criteria & Due Diligence

All investment proposals undergo rigorous assessment based on:

Financial Viability

- Realistic revenue projections
- Appropriate debt service coverage ratios
- Adequate profit margins
- Strong likelihood of success

Economic Impact

- Employment creation potential
- Foreign exchange earnings or savings
- Skills development opportunities
- Enhancement of local productivity

Risk Mitigation

- Adequate security (land preferred)
- Experienced management team
- Confirmed market for products/services
- Compliance with environmental regulations
- Alignment with government economic policies

Co-operative Alignment

- Consistent with co-operative principles
- Benefits to co-operative sector members
- Strengthens local ownership and control

Loan Syndication Opportunities

For larger projects, CIF arranges loan syndications with credit unions, banks, and other financial institutions. This approach:

- Spreads risk across multiple lenders

- Enables larger projects than CIF could finance alone
- Generates fee income for CIF
- Provides participation opportunities for partner institutions

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RISK FACTORS

Prospective investors should carefully consider the following risks before investing in the Co-operative Investment Fund Ltd.

Credit Risk

Risk: Borrowers may fail to repay loans, resulting in financial losses to the Fund.

Mitigation:

- Comprehensive due diligence on all borrowers
- Security requirements (land mortgages preferred)
- Diversified loan portfolio
- Conservative loan-to-value ratios
- Regular monitoring and supervision of borrowers
- Provision for loan losses

Liquidity Risk

Risk: The Fund may face difficulty meeting withdrawal requests if too many members seek to exit simultaneously.

Mitigation:

- Maturity matching between assets and liabilities
- Maintaining liquid reserves
- Withdrawal notice requirements
- Diversified funding sources
- Regular liquidity monitoring

Market Risk

Risk: Changes in interest rates, property values, or economic conditions could negatively impact Fund performance.

Mitigation:

- Diversified investment portfolio across sectors

- Conservative valuation methodologies
- Interest rate risk monitoring
- Regular market analysis and adjustment of strategy

Property Development Risk

Risk: Real estate projects may face construction delays, cost overruns, or market absorption challenges.

Mitigation:

- Partnership with experienced developers
- Staged development approach
- Pre-sales where possible
- Conservative underwriting of project feasibility
- Regular site inspections and progress monitoring

Regulatory Risk

Risk: Changes in co-operative legislation, tax laws, or financial regulations could impact operations.

Mitigation:

- Active engagement with regulatory authorities
- Legal counsel review of compliance
- Participation in industry associations
- Flexible business model adaptable to regulatory changes

Concentration Risk

Risk: Focus on Barbados market means Fund performance is tied to local economic conditions.

Mitigation:

- Diversification across property, business loans, and innovation projects
- International funding sources being developed
- Conservative growth strategy
- Economic monitoring and scenario planning

Limited Liquidity for Shareholders

Risk: Member shares cannot be easily sold or transferred, limiting investors' ability to exit.

Mitigation:

- Clear disclosure of liquidity limitations
- Deposit products available for members seeking more liquid options
- Withdrawal provisions in bylaws (subject to Board approval)
- Recommendation that investors only commit capital they can afford to have illiquid

Operational Risk

Risk: Errors, fraud, system failures, or management deficiencies could result in losses.

Mitigation:

- Segregation of duties and internal controls
- Regular independent audits
- Board oversight and governance
- Professional management team
- Technology systems with appropriate security
- Insurance coverage

TERMS OF INVESTMENT

Membership Application Process

1. Complete membership application form
2. Provide required identification documents
3. Pay entrance fee ($25 individual / $100 organization)
4. Purchase minimum shares ($500 individual / $1,000 organization)
5. Receive copy of bylaws
6. Membership subject to Board approval

Share Ownership Terms

- Par value: $10 per share
- Minimum individual holding: 50 shares ($500)
- Minimum organizational holding: 100 shares ($1,000)
- Voting rights: One member, one vote (regardless of shares held)
- Transferability: Limited, subject to Board approval
- Withdrawal: Subject to bylaws and Board approval

Co-operative Investment Account Terms

- Interest rate: Approximately 3-3.5% annually (subject to change)

- Interest calculation: To be specified in CIA agreement
- Minimum balance: To be determined
- Withdrawal terms: Notice may be required for large amounts

Dividend Policy

- Dividends declared at Annual General Meeting
- Based on Fund performance and reserve requirements
- Subject to Board recommendation and member approval
- May be paid in cash or additional shares
- Interim dividends may be paid
- Not guaranteed

Use of Member Information

All member information is held confidentially and used solely for:

- Administration of member accounts
- Compliance with regulatory requirements (including anti-money laundering)
- Communication regarding Fund activities
- Annual reporting to members

REGULATORY & COMPLIANCE

Legal Structure

The Co-operative Investment Fund Ltd is a limited liability co-operative registered under the Co-operative Societies Act Cap 378A of Barbados.

Regulatory Supervision

- **Primary Regulator**: Registrar of Co-operatives (Barbados)
- **Annual Filing Requirements**: Financial statements, annual returns, membership reports
- **Inspection Rights**: Regulator may inspect books and records
- **Compliance Obligations**: Adherence to co-operative principles and governance standards

Anti-Money Laundering Compliance

CIF maintains strict compliance with:

- Anti-Money Laundering and Financing of Terrorism Act
- Guidelines from Barbados Financial Intelligence Unit

- International standards for customer due diligence

Our Procedures:

- Customer identification and verification for all members
- Enhanced due diligence for high-risk transactions
- Ongoing monitoring of member transactions
- Suspicious transaction reporting to authorities
- Regular staff training on AML requirements
- Annual independent compliance review

Investment Restrictions

In accordance with the Co-operative Societies Act, CIF's investments are restricted to:

- Loans and advances to members and co-operative entities
- Real property and mortgages
- Securities as permitted under the Act
- Deposits with approved financial institutions
- Other investments approved by the Registrar

Member Protections

- Limited liability: Members' liability limited to their share capital
- Democratic control: One member, one vote
- Transparent reporting: Annual financial statements provided to all members
- Open membership: No discrimination in admission (subject to eligibility criteria)
- Education requirement: Members entitled to co-operative education
- Dispute resolution: Grievance procedures established in bylaws

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OPERATIONS

Location & Contact

Head Office:
Thomas Daniel Building
Hincks Street, Bridgetown
Barbados

Co-located with Prudential Co-operative Credit Union, St. Stephen's Co-operative Credit Union, and the Barbados Co-operative Business Association Ltd in the Co-operative Business Center.

Business Hours

- **Monday - Friday**: 9:00 AM - 4:00 PM
- **Closed**: Weekends and Public Holidays

Services Offered

- Membership account services
- Loan application and processing
- Investment proposal submission and review
- Member education and consultation
- Financial advisory services
- Project monitoring and reporting

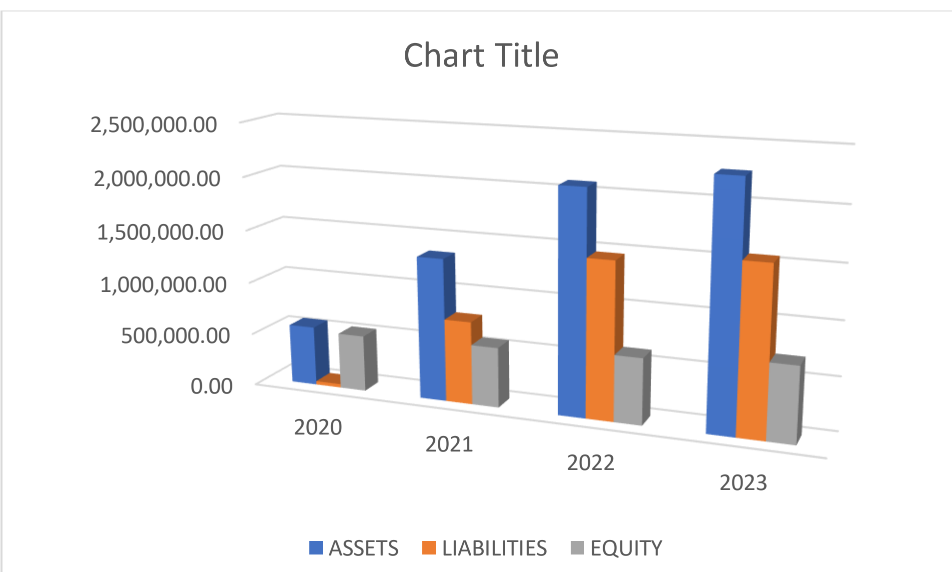
Staffing

The Fund proposes to employ 8 staff members covering:

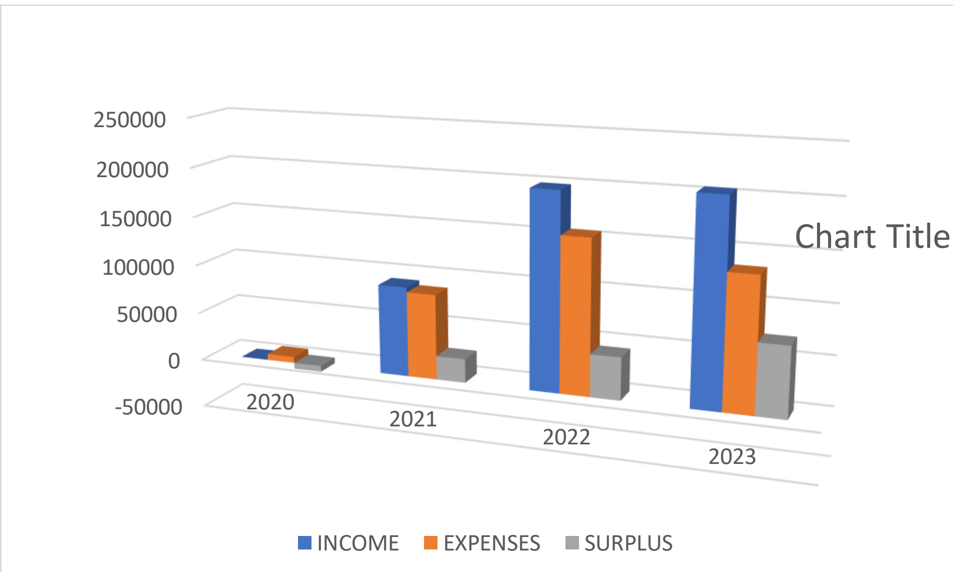
- Executive management
- Credit analysis and loan administration
- Property development oversight
- Compliance and risk management
- Finance and accounting
- Member services

Performance

Balance Sheet



Income and Expense



FREQUENTLY ASKED QUESTIONS

Q: Who can invest in the Co-operative Investment Fund?
A: Individuals aged 16+ through their cooperative and organizations incorporated in Barbados can become members. Members must be of good character and operate within our designated area.

Q: What is the minimum investment?
A: Individuals must purchase at least $500 in shares ($500) plus a $25 entrance fee. Organizations must purchase $1,000 in shares plus a $100 entrance fee.

Q: What returns can I expect?
A: CIA accounts earn approximately 3-3.5% annually. Share investments may earn dividends based on Fund performance, declared annually and subject to Board approval.

Q: How liquid is my investment?
A: Shares have limited liquidity and cannot be freely traded. Withdrawal requires Board approval. CIA accounts offer moderate liquidity with lower possible notice requirements.

Q: How is the Fund different from a bank?
A: We're a co-operative, meaning we're owned by our members. We focus exclusively on investments that benefit the Barbadian co-operative sector and broader economy. We're not seeking to maximize profits for external shareholders—returns are shared among member-owners.

Q: What happens if I want to withdraw my investment?
A: Withdrawal procedures are governed by our bylaws and require Board approval. CIA accounts are more accessible; share withdrawals may face timing constraints depending on Fund liquidity.

Q: How are investment decisions made?
A: All investment proposals undergo thorough due diligence by our technical committee. The management team makes recommendations to the Board of Directors, which provides final approval for major investments.

Q: Is my investment insured or guaranteed?
A: No. Investments in the Fund are not insured or guaranteed. Returns depend on Fund performance, and capital is at risk.

Q: Can I invest if I live outside Barbados?
A: Yes. We welcome investment from the Barbadian diaspora and international investors. However, you must meet the same membership eligibility criteria and do so through your credit union.

Q: How do I get started?
A: Contact our office during business hours to request a membership application package. Our staff will guide you through the process.

IMPORTANT DISCLAIMERS

Forward-Looking Statements

This prospectus contains forward-looking statements regarding the Fund's strategy, target returns, and development plans. Actual results may differ materially due to various risks and uncertainties. Past performance does not guarantee future results.

No Guarantee of Returns

Neither the capital invested nor any rate of return is guaranteed. The value of your investment may go down as well as up. Dividends are declared at the discretion of the Board based on Fund performance.

Investment Suitability

This investment may not be suitable for all investors. You should carefully consider your financial situation, investment objectives, and risk tolerance before investing. Consult with financial and legal advisors as appropriate.

Regulatory Approval

Registration with the Registrar of Co-operatives does not constitute endorsement of the Fund or any representation regarding the merits of investing in the Fund.

Tax Implications

This prospectus does not address tax consequences of investing in the Fund. Prospective investors should consult with tax advisors regarding their individual circumstances.

No Offering Outside Barbados

This prospectus is not an offer to sell or a solicitation of an offer to buy securities in any jurisdiction where such offer or solicitation would be unlawful or where the person making such offer is not qualified to do so.

HOW TO INVEST

Step 1: Review This Prospectus

Carefully read all sections, paying particular attention to the Risk Factors section.

Step 2: Contact Us

Visit our office or call during business hours to request a membership application package.

Step 3: Complete Application

Fill out the membership application form and gather required documents:

- Valid government-issued identification

- Proof of address
- For organizations: Certificate of incorporation and board resolution

Step 4: Submit Application & Payment

Submit completed application with:

- Entrance fee ($25 individual / $100 organization)
- Share purchase payment ($500 individual / $1,000 organization)

Step 5: Await Approval

The Board reviews applications at regular meetings. You'll be notified of approval status.

Step 6: Receive Membership Materials

Upon approval, you'll receive:

- Copy of co-operative bylaws
- Welcome package with information about services

Step 7: Attend Orientation

New members are encouraged to attend orientation sessions to learn about co-operative principles and Fund operations.

CONTACT INFORMATION

The Co-operative Investment Fund Ltd

Thomas Daniel Building
Hincks Street
Bridgetown
Barbados

TEL: 246.430.9391 info@cifbb.com

Office Hours: Monday - Friday, 9:00 AM - 4:00 PM

APPENDICES

Appendix A: Founding & Member Organizations

Founding Organizations:

1. Barbados Co-operative Business Association Ltd
2. Prudential Co-operative Credit Union Ltd
3. St. Stephen's Co-operative Credit Union Ltd

Additional Member Co-operatives:

- South-east Farmers Co-operative Society Ltd
- Port Taxi Co-operative Society
- Barbados Co-operative Development Society Ltd
- Barbados Transport Co-operative Society Ltd
- Barbados Sustainable Energy Co-operative Society Ltd
- St. George Farmers Marketing Co-operative Society Ltd

Plus numerous individual members

Appendix B: Co-operative Principles

The Fund operates according to internationally recognized co-operative principles:

1. **Voluntary and Open Membership**
2. **Democratic Member Control**
3. **Member Economic Participation**
4. **Autonomy and Independence**
5. **Education, Training, and Information**
6. **Co-operation Among Co-operatives**
7. **Concern for Community**

Appendix C: Glossary of Terms

Co-operative: An autonomous association of persons united voluntarily to meet common economic, social, and cultural needs through jointly owned and democratically controlled enterprise

Dividend: Distribution of profits to shareholders, declared annually

Par Value: The nominal value of a share ($10 for CIF shares)

Liquidity: The ease with which an investment can be converted to cash

Security: Collateral pledged to guarantee loan repayment

Syndication: Arrangement where multiple lenders participate in a single loan

Appendix D: Application Forms

This prospectus is dated January 02, 2026 and supersedes all previous versions.