

Coopers Greene Initiative (CGI)



Private & Confidential



1. IMPORTANT NOTICE

This Investment Teaser ("Teaser") has been prepared for the purpose of giving information to potential Investors in connection with the Hybrid Investment Offering of N750 Million for the completion of COOPERS Greene Initiative (CGI).

This Teaser contains confidential information on The Coopers Greene Initiative and is intended solely for the purpose of providing information to a select list of Potential Investors to whom it is addressed. This document is not a Prospectus and does not constitute an offer or an invitation to the general public to subscribe to the Investment options presented herein.

Applications may only be made by the recipients of this Teaser in accordance with its terms and conditions therein. Each Potential Investor is expected to scrutinise the information contained in this Teaser and independently evaluate the Investment which it offers.

No application has been made or is required to be made to the Securities & Exchange Commission for the clearance of this Teaser or the registration of the Investment alluded to, neither is any application required to be made to the Council of the Nigerian Stock Exchange or any other Recognized Investment Exchange in respect of the Investment.

The recipient agrees to keep this Teaser and all information subsequently supplied or given in connection with the proposed Investment confidential, safe and secure and to prevent any unauthorised person from having access to it.

The recipient agrees that the information supplied or given to it, is proprietary to the Project Sponsor and The Mellanby Trust Company Limited, and that it has no rights to such information except as set out in this Teaser or any other subsequent documentation.

Neither the Project Sponsor, nor The Mellanby Trust Company Limited authorises the communication of this Teaser or any information contained herein or supplied herewith to any person other than the Potential Investors. Neither the Project Sponsor, nor The Mellanby Trust Company Limited commits itself to providing Potential Investors with any other information, updates or corrections to this Teaser or any other information contained herein.

The receipt of this Teaser or any information contained in it or supplied with it does not constitute investment advice from The Mellanby Trust Company Limited to Potential Investors. Each Potential Investor should make its own independent assessment of the merits or otherwise of applying for the Investment options offered herein and should obtain its own professional advice.

The Directors of The Mellanby Trust Company Limited individually and collectively do not accept responsibility for the accuracy of the information contained in this Teaser. However, the Directors have taken reasonable care to ensure that the facts contained herein are true and accurate in all respects and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading or untrue.

If Potential Investors are in any doubt about the contents of this Teaser or the action to take, they are advised to consult their professional adviser(s) for guidance.

2. The Transaction








2.1 Summary

Opportunity	“COOPERS GREENE INITIATIVE” (CGI)
Opportunity Brief	<p>The Project sponsor (COOPERS Commodities Company Limited) has secured a forward purchase agreement with Farmers in a Nigerian State, under the auspices of a registered Trade Association, with respect to the cultivation and harvesting of improved varieties of Soya Beans for local and export markets.</p> <p>Soya Beans is a critical input in the provision of health-conscious oil to the Nigerian retail market. Also, due to its high protein content, it is a major input in Poultry and Livestock feed including as an inexpensive source of providing malnourished children with much-needed protein.</p> <p>COOPERS have determined the local demand for the product as being significant based on the demand-weighted imbalance existing in the Nigerian market. With over 200% supply gap within the local Soya Bean processors market. The project is ready for take-off in June 2017.</p>
Advisers	<ol style="list-style-type: none"> 1. The Mellanby Trust Company Limited (TMTC) – Adviser/Portfolio Manager 2. Logistix Solicitors - Legal Due Diligence 3. Inventive Minds, Makurdi - Chief Agronomist & Extension Services
Project Sponsor/ Offeror/History	<p><u>COOPERS COMMODITIES COMPANY LIMITED (COOPERS)</u></p> <p>COOPERS are the investment recipient with respect to CGI and is a commodities' trading company registered with the corporate affairs commission (CAC) as well as the Nigerian Export Promotion Council (NEPC). The business (previously trading as Imperial Portfolio Limited) has traded in several commodities within the Nigerian and export markets ranging from semi-processed Timber, Ginger, Sesame Seed and Soya Beans.</p> <p><u>EXPERIENCE:</u></p> <p>The company's trading turnover in 2016 was in excess of N500m (Five Hundred Million Naira) and It has provided some of these agri-produce to export clients like Chongqing CANAAN International Trading Co. (China) and the Nigerian subsidiary of Touton S.A (France) as well as local clients. COOPERS have The Mellanby Trust Company Limited amongst its major shareholders.</p>
Investment Method	<p>Private Placement targeted at:</p> <ul style="list-style-type: none"> ➔ High Net-worth Investors ➔ Qualified Individual Investors ➔ Institutional & Foreign Investors

Investment Offering & Size	<p>Seven Hundred and Fifty Million Naira Only (N750,000,000.00) structured as follows:</p> <ul style="list-style-type: none"> ➔ N150m, 360 - day Debt note @ 364 NTB (Primary) + 5% (p.a) ➔ N600m, 180 -day debt notes @ 182 NTB (Primary)+ 4% (p.a) 																									
Underwriting	<p>This investment is not underwritten by the parties</p>																									
Minimum Investment Units and Sundry Terms	<p>Investments will be for a minimum amount of N5,000,000:00 (Five Million Naira) and in multiples of N1,000,000:00 (One Million Naira) thereafter subject to the following terms:</p> <p>360- Days Debt Notes:</p> <ul style="list-style-type: none"> • 364 NTB (Primary) + 5% p.a (Floating Coupon) • Minimum Redemption period – 180 days • Redemption before minimum period – No Coupon • Investment redemption at maturity is on 360th day + 5 <p>180- Days Debt Notes:</p> <ul style="list-style-type: none"> • 182 NTB (Primary) + 4% p.a (Floating Coupon) • Minimum Redemption period – 90 days • Redemption before minimum period – No Coupon • Investment redemption at maturity is on 180th day + 5 																									
Project Information Summary	<p>The Project is based on a contract farming model with a signed Forward Purchase agreement between COOPERS and NSA (Farmers association) to produce and purchase Soya Beans respectively based on agreed terms including; Adherence to trained agronomic practices, supply of farm inputs by promoter, Volume based supply and confirmed forward agreement.</p> <p>COOPERS have secured confirmed interest from various Off-takers desirous of purchasing the entire products on offer.</p> <p>NSA and COOPERS have agreed the project scope and pilot phase structure in addition to all parties' responsibilities and valuations as follows:</p> <table border="1" data-bbox="443 1469 1374 1771"> <thead> <tr> <th>S/N</th> <th>Items of Cost</th> <th>Value =N=</th> <th>%</th> <th>Party</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Land & Labour costs</td> <td>69,823,000</td> <td>9.3%</td> <td>NSA</td> </tr> <tr> <td>2</td> <td>Coopers Provides farm input/training/Monitoring/Purchase & Sale of product</td> <td>659,198,000</td> <td>87.3%</td> <td>COOPERS</td> </tr> <tr> <td>3</td> <td>Research, Travel/location costs, Advisory Fees</td> <td>26,277,300</td> <td>3.4%</td> <td>TMTC/Advisors</td> </tr> <tr> <td></td> <td>Project Value</td> <td>755,298,300</td> <td>100.0%</td> <td></td> </tr> </tbody> </table> <p>The Project will be managed by COOPERS Commodities Company Limited an Incorporated Limited Liability Company registered with the Nigerian Export Promotion Council (NEPC). Funds raised shall be disbursed at the behest of the Fund Manager only.</p>	S/N	Items of Cost	Value =N=	%	Party	1	Land & Labour costs	69,823,000	9.3%	NSA	2	Coopers Provides farm input/training/Monitoring/Purchase & Sale of product	659,198,000	87.3%	COOPERS	3	Research, Travel/location costs, Advisory Fees	26,277,300	3.4%	TMTC/Advisors		Project Value	755,298,300	100.0%	
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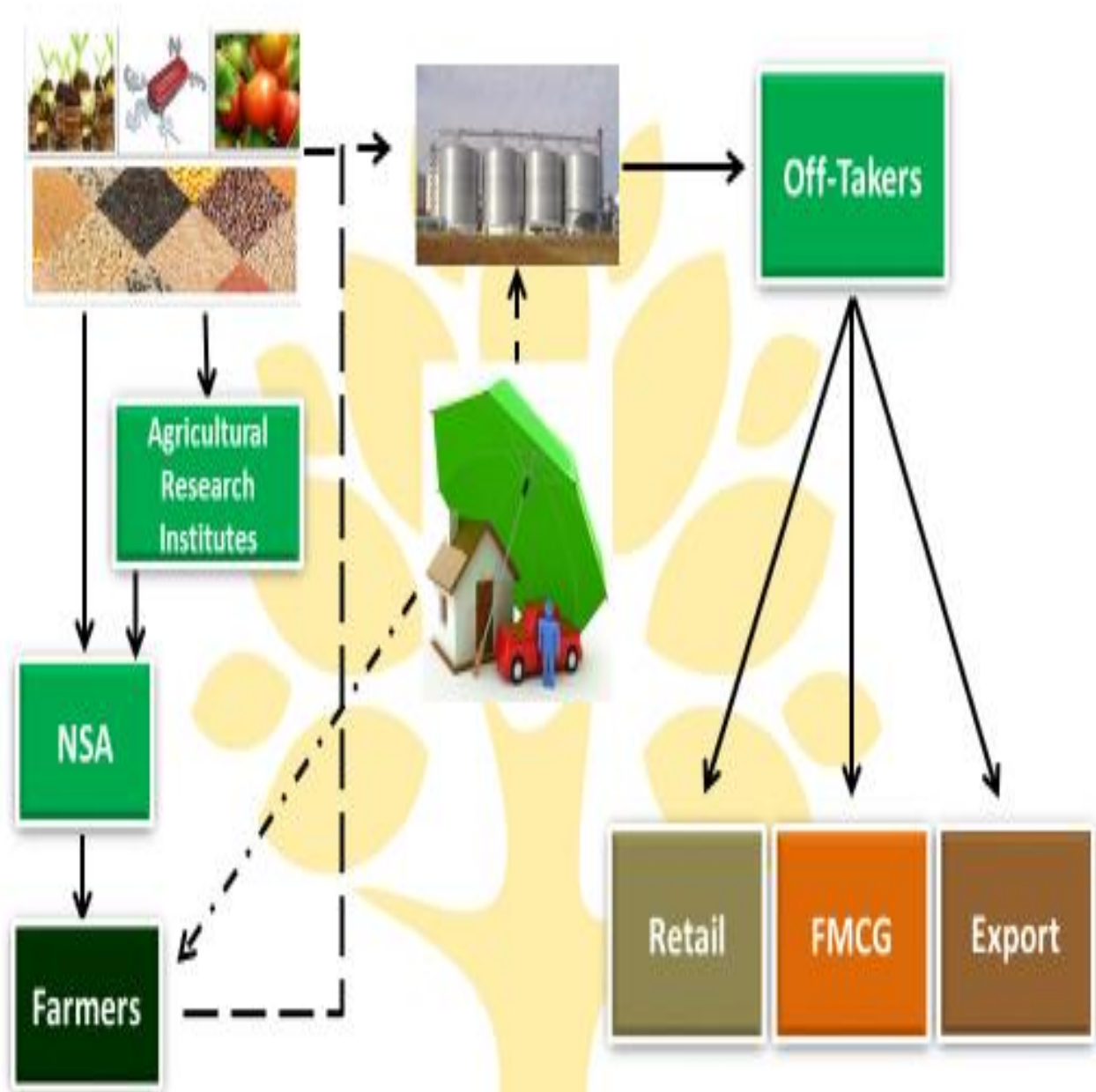
Investment Tenor	CGI 180 - 180 DAYS CGI 360 - 360 DAYS																								
Coupon	CGI 180 - 182 DAY NTB (Primary) + 4% - (FLOATING) CGI 360 - 364 DAY NTB (Primary) + 5% - (FLOATING)																								
Purpose & Utilisation	<p>The Purpose of this Fund Raise is to source capital to augment the purchase of 10,000 tonnes equivalent of Soya Beans for the 2017 planting season.</p> <p>The NSA has over 4,000 farmers from whom the Pilot scheme players would be chosen, trained, provided with inputs and produce purchased based on the Forward Purchase Agreement (FPA)</p> <p>The total purchased product is for off-take by various oil mills in Nigeria whom have indicated interest.</p> <p>Advisory/Fund Manager/Issuing House fees of N18,750,000 shall be applicable on the transaction being 2.5%. The net proceeds of the offer will be utilized as shown below:</p> <table border="1"> <thead> <tr> <th colspan="3">Use of Funds</th> </tr> <tr> <th>Description</th> <th>=N=</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Purchase of Inputs for farmers</td> <td>46,575,000</td> <td>6.2</td> </tr> <tr> <td>Labour/Logistics / Extension Services/ Crop recovery</td> <td>46,767,500</td> <td>6.2</td> </tr> <tr> <td>Advisory/Insurance/Biz Promotion</td> <td>25,823,000</td> <td>3.3</td> </tr> <tr> <td>Trading Position/Others</td> <td>624,177,000</td> <td>83.3</td> </tr> <tr> <td>Miscellaneous</td> <td>6,657,500</td> <td>1%</td> </tr> <tr> <td></td> <td>750,000,000</td> <td>100%</td> </tr> </tbody> </table>	Use of Funds			Description	=N=	%	Purchase of Inputs for farmers	46,575,000	6.2	Labour/Logistics / Extension Services/ Crop recovery	46,767,500	6.2	Advisory/Insurance/Biz Promotion	25,823,000	3.3	Trading Position/Others	624,177,000	83.3	Miscellaneous	6,657,500	1%		750,000,000	100%
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Insurance	The services of Webb Insurance Brokers Limited have been contracted to handle crop risk relating to loss from disease, flood etc.																								
Project Status	<p>The following aspects of the CGI have been concluded;</p> <ol style="list-style-type: none"> 1. MOU signing with NSA 2. Confirmation of inputs with suppliers 3. Signing of contracts and Service Level Agreements with Extension personnel 4. Signing of Forward Purchase Agreement (FPA) with farmers 5. Purchase of input 6. Payment for storage 7. Choosing farmers to take part in the Pilot scheme 8. Mapping and measuring of available land 9. Pre-season training (under way) <p>The project is expected to kick-off by June 30 2017 and planting for all farmers is to have been concluded by July 15 2017.</p> <p>Please view the photo gallery for various visuals on aspects of the project that are on-going.</p>																								

OPENING DATE	May 30, 2017
OVERVIEW OF THE LOCAL AND EXPORT SOYA BEAN MARKET AS REGARDS NIGERIA	<p>In December, the National Bureau of Statistics released its Trade Intensity Index Report for the third quarter (Q3) of 2016. The 17-page document contains export and import data for Nigeria for July, August, and September 2017, especially from non-oil sectors. Its report on agricultural exports, which details the country's top selling agricultural products on the international markets, is a particularly interesting read.</p> <p>Nigeria grossed over ₦ 4 billion from soybean flour and meal exports in the three months reviewed by the NBS' trade report. Major importers of the product include the European Union, Vietnam, Indonesia, Thailand and the Philippines. Soybean flour is used in animal feed (soy concentrate) and in various human food recipes.</p> <p>NIGERIA'S domestic production of soybeans is trending upwards but there is still a shortfall in supply to demand due to heavy usage of the commodity by the livestock industry. With rising demand in the poultry industry, and for human food formulations, it is estimated that farmers can gross over N400 billion from the commodity annually. Soybeans crushers in the country are operating below capacity and are unable to satisfy the rising demand for soybeans meal and oil. Growing commercial utilisation of soybeans in human food and animal feed sectors has created domestic supply gap leaving massive opportunities for investments in production of the commodity. The growing use of soybeans for human consumption and animal feed is creating a shortfall in the supply of the commodity in Nigeria. Nigeria currently produces between 550,000 to 600,000 tonnes (25 percent) of its annual soybeans requirement, leaving a supply gap of 1.65 million tonnes (75percent).</p> <p>The domestic soybean supply gap thus created would require about N225 billion to bridge.</p> <p>In August 2016, the Government launched its new Agriculture Promotion Policy (APP) for 2016-2020. The APP is expected to build on the achievements of the Agricultural Transformation Agenda (ATA) implemented by the previous Government to reduce the country's reliance on food imports. The ATA was implemented from 2012-2016 and focused on five key crops, including rice, sorghum, wheat, soybean and cassava.</p>
Overview of Key Agronomic advisers and input suppliers	<p>The Inventive Minds (TIM):</p> <p>TIM provides value chain development services for the Agricultural and Commodities sectors. TIM is a youth development organisation focusing on Agriculture to improve the lives of the youth in Nigeria's villages. TIM currently services 2 Soya Bean clusters and 4 Rice producing clusters in Benue state and has partnered with several international and local organisations to propagate best farm and harvest collection process amongst farmers. Partners include:</p>

	<div style="text-align: center;">  <h2 style="margin: 0;">TIM PARTNERS</h2> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  <p>IITA-N2AFRICA: Soybeans Value Chain Development and Promotion of Inoculants (Nodulmax)</p> </div> <div style="text-align: center;">  <p>IFDC-2SCALE: Soybeans and Rice Value Chain Development</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  <p>Develop capacity of TIM for better service delivery</p> </div> <div style="text-align: center;">  <p>COLEACP: Training Vegetable and Fruit Producers for Export</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  <p>TIM offers extension Services and loan Recovery Services to Seraphs 1027 farmers on CBN Anchor Borrowers Program</p> </div> <div style="text-align: center;">  <p>TIM Supports 550 farmers to take input loans from Micro Finance Institution</p> </div> </div> <p style="text-align: right; margin-top: 20px;">9</p> <p>Other partners providing us input include:</p> <ul style="list-style-type: none"> ➤ Syngenta Global ➤ OCP Africa Fertilizers ➤ Agrospace Agrochemical Nig. Ltd (Seeds)
<p>Rationale for Investing in CGI</p>	<p>The business rationale for this transaction include the following;</p> <ol style="list-style-type: none"> 1. Local Supply/Demand deficit – There exists a locally grown supply stock of - 600,000 tonnes largely grown around Benue, Niger, Plateau, Kaduna, Katsina, Kwara, Ogun & Oyo States. While local demand from mills is ~ 2,000,000 tonnes. (IITA), (PROPCOM) 2. Favourable Government Policy on Agriculture & Exports – The Government of the day has placed the Agricultural sector firmly within its focus and policies directed at this sector are expected to become increasingly more favourable. Though this initiative is not a direct intervention by Government, it is primed to benefit from the many initiatives based on our contracted pool of farmers. The CGI does not involve any Government input. 3. Credible platform to direct investment capital – Many private investors have the willingness and financial capacity to channel investible capital to agriculture but have been unable to find a credible platform to achieve this in a simple investment format. The CGI provides such a platform. 4. Export Potential – Global export opportunities exist for Soya Beans with international trade in Soy topping \$40Billion and with the increase in healthy living and health related information availability, this is expected to grow by significantly over the next 10 years. (Foraminifera Research) 5. Portfolio Balancing: With the economy expected to exit the recession by the second quarter of 2017, there is a need for investors to

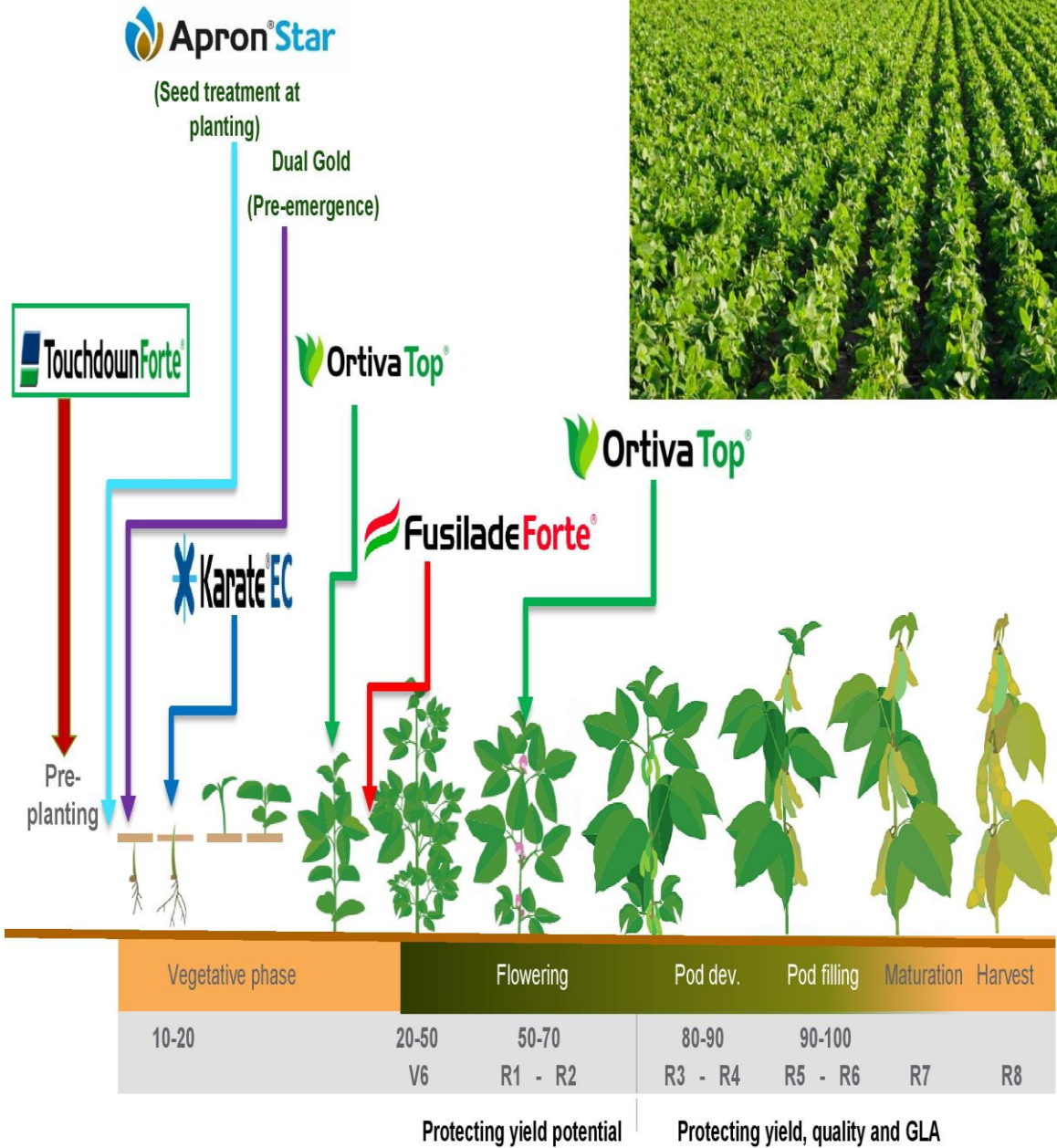
	adequately balance their investment portfolios to include the sector with the largest contribution to GDP and with the largest potential for foreign exchange earnings after Oil.
ALLOTMENT	<p>Allotment shall be at the Sole Discretion of the Promoters on a First Come-First Serve Basis. Potential Investors may be subject to statutory Disclosure Requirements in line with SEC regulations.</p> <p><u>Preferential Allotment:</u> Preferential Allotment shall be made to investors investing N30,000,000.00 (Thirty Million Naira) and above. This shall include other benefits not for disclosure in this document</p>
Key transactional Diligence for Investors	<p>Following the completion and submission of the Expression of Interest form in this document, Investors purchasing debt notes of N30,000,000.00 (Thirty Million Naira) and above would be invited to our Physical Data Room at our Experience Centre in Victoria Island, Lagos to view some relevant transaction documents.</p> <p><u>Request for additional information:</u></p> <p>Irrespective of Investment threshold, interested investors seeking clarification on various aspects of the project can direct their electronic information requests to clarify@mellanbytrust.com & cgi@mellanbytrust.com and quote "Coopers Greene Initiative".</p>
HOW TO INVEST	<ol style="list-style-type: none"> 1. Potential investors to whom this Teaser has been specifically addressed are to complete the attached Expression of Interest Form and return same to the TMTc contact whose details are shown below. 2. TMTc would subsequently forward you an acceptance based on your Expression of Interest and advise the investor of the account details for the Custodian. 3. Upon confirmation of receipt of investors' funds, the TMTc contact would be attached to you for liaison with respect to obtaining receipts and Physical Debt Note.

The CGI Model {End -To - End Value Chain}



HERBICIDES CROP PROGRAM

Crop program





COOPERS GREENE INITIATIVE (CGI) – Expression of Interest Form

Parties interested in participating in the CGI Debt Note Private Placement can submit this form at the offices of The Mellanby Trust Company Limited, its identified representatives as stated in this document or via email to: cgi@mellanbytrust.com.

1. **Name of Investor:**
2. **Profession:**
3. **Primary Business:**
4. **Investors Contact Details**

Investors Name:	
Address:	
Mobile Phone:	
Land Phone:	
Email:	
Others	

5. **Indicative interest to invest:**

<p>I/We</p> <p>Wish to confirm our interest to invest in the CGI Debt Note as indicated below:</p> <p>180 Days Debt Note @ 182Days NTB + 4% (p.a): (Just Tick)</p> <p>360 Days Debt Note @ 364 Days NTB + 5% (p.a): (Just Tick)</p>

Authorised Signatory

Authorised Signatory

Name of Authorised Signatory

Name of Authorised Signatory

Designation Date

Designation Date

{Please affix Company seal/stamp for corporate bodies & include Cert. of Incorporation}

PHOTO GALLERY



Storage Facility for CGI



NSA Chairman signing MOU



Inspecting a Soya field with Prof. Ojo (IITA)



Soya Field TGX..... IITA



Soya Field TGX 1987 - 10F (IITA)



Off-take Meeting: Apple & Pears, Shagamu



Coopers Commodities Staff @ MOU signing



Coopers Commodities Staff @ MOU signing

CONTACT DETAILS:

Enquiries regarding this transaction can be forwarded to the following contacts:

- ➡ Lenin Ugoji (Chief Executive) TMTC
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- ➡ Babatunde Aiyegbusi
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- ➡ Mohammed Maikano-Lawal
+234 818 741 4609
maikano@cooperscommoditiesco.com

Prospective investors can also make clarifications to the following emails:

clarify@mellanbytrust.com and cgi@mellanbytrust.com.

Visit us at www.mellanbytrust.com

Coopers Greene Initiative

Investment Teaser



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