CO-OP SURE

Insurance Co-operative Society Limited

Registered under the Zimbabwe Co-operative Societies Act [Chapter 24:05] | Reg No: 9297

OFFICIAL DEBENTURE PROSPECTUS

US$91,250,000 Blockchain-Based Electronic Bearer Debentures

FINANCING THE EDUBOX & EDUSURE NATIONAL ECOSYSTEM

Issuer	Co-op Sure Insurance Co-operative Society Limited
Total Issue Size	US$91,250,000
Coupon Rate	9.25% Per Annum, Paid Annually
Tenor / Maturity	5 Years
Security Type	Unsecured (Backed by Asset-Linked Value Chain Revenue Insurance)
Format	Electronic Bearer Tokens via Blockchain Ledger
Primary Platform	allWomen.africa / uXpress Online Store
Target Audience	Impact Investors, Institutional Funds, and Co-operative Members

Promoters & Special Purpose Vehicle: Co-op Sure & allWomen Connect

This document constitutes a formal prospectus issued under statutory co-operative powers to fund women empowerment, microinsurance inclusion, and national scholar healthcare.

1. Executive Summary & Vision

Co-op Sure Insurance Co-operative Society Limited (Registration No: 9297), duly registered under the Co-operative Societies Act [Chapter 24:05] of Zimbabwe, hereby issues this Prospectus for a landmark US$91,250,000 5 year Unsecured Debenture. This issue represents a historic convergence of cooperative financial empowerment, institutional risk management, national health-education policy alignment, and cutting-edge blockchain technology.

The proceeds of this debenture will systematically construct and deploy a completely circular economy geared toward social protection and financial inclusion for women and youth. The overarching ecosystem anchors on two consumer-facing vehicles: eduBox and eduSure, deployed via the pan-African digital network allWomen.africa.

The Circular Strategic Vision

- **Sourcing Strategy:** Empower local Zimbabwean women to supply and manufacture back-to-school items for the eduBox, with logistical balance-sourcing from verified South African partners.
- **The Core Loop:** Revenues generated through sales on the uXpress Online Store (allWomen.africa) flow directly back to buy from and fund other women-led cooperatives in a highly stable, self-sustaining circular economy.
- **Empowerment Mechanics:** Moving grassroots mothers away from passive aid into active financial inclusion, providing structural access to complex microinsurance instruments, institutional credit lines, and structured savings programs.

2. Statutory and Legal Framework

Unlike conventional corporate entities governed exclusively by the Companies and Other Business Entities Act (COBE), Co-op Sure operates under a distinct statutory pathway designed specifically to protect and optimize member-driven economic vehicles.

2.1 The Definition of Cooperative Insurance

Per Section 2 of the Insurance Act [Chapter 24:07], Zimbabwean law formally recognizes and isolates this entity:

> *"co-operative insurance society" means a co-operative society registered under the Co-operative Societies Act [Chapter 24:05] which, by its constitution, is formed to carry on insurance business and of which all policy owners are members thereof;*

This establishes a protected legal bridge. Co-op Sure is bound to a pure, high-integrity mutual model where 100% of policy owners are democratic members of the cooperative, transforming insurance premiums from commercial costs into shared cooperative surpluses.

2.2 Authority to Issue Debentures

This capital raise is executed under the explicit statutory empowerment granted by Section 78 of the Co-operative Societies Act [Chapter 24:05]. The Act provides that a society, when authorized by its bylaws and approved by the Registrar, may create and issue secured or unsecured debentures.

Under Section 78(6), these debentures mirror the strict legal handling of traditional cooperative equity shares, ensuring rigorous transparency. Registration of outstanding issuances and relevant registries are structurally maintained under Section 79, establishing an auditable, statutory trail for investor protection.

3. The Core Product Architecture

3.1 The eduBox Procurement Model

The eduBox is a comprehensive back-to-school kit designed to consolidate all primary and secondary educational supplies into a single, high-value bulk purchase. By consolidating purchasing power into a single national pool, Co-op Sure drives massive economies of scale, suppressing procurement costs and expanding profit margins.

3.2 The eduSure Hybrid Scholar Care Cover (Strategic Partnership with CBZ)

To incentivize bulk adoption, every single parent who purchases an eduBox valued at US$100 or more instantly receives a learner health cash cover from group discounts, requiring zero out-of-pocket premium payments from the parents.

This underlying insurance infrastructure is underwritten and managed through a strategic group policy provided by CBZ Insurance Operations (comprising CBZ Life and CBZ Insurance, via CBZ Risk Advisory Services). The exact policy definitions embedded within the eduSure framework are outlined below:

Feature Element	Policy Specification & Terms
Eligibility	All full-time and part-time students enrolled in participating Co-op Sure institutions.
Scope of Cover	Students Hybrid Group Accident Cover + Funeral Cash Fund + Hospital Cash Plan.
Funeral Payout	US$2,000 paid immediately toward funeral expenses to the student's family representative.
Accident Expense	US$500 paid immediately to cover personal accident related medical costs.
Hospital Cash (Student)	US$50 per day for hospital admission. Limit of US$1,500 per event (Max 30 days), annual cap of US$3,000.
Hospital Cash (Staff)	US$100 per day for hospital admission. Limit of US$1,500 per event (Max 30 days), annual cap of US$3,000.
Waiting Period	Zero (Immediate Cover). Active immediately upon bulk payment execution at term commencement.
Claims Processing	Processed within 2 hours via the extensive CBZ Bank nationwide branch network. Written confirmation from the School Department acts as immediate proof if formal registry forms are delayed.

4. Capital Allocation & Startup Budget

The total gross proceeds of the debenture issue are allocated to target specific financial, logistical, and social infrastructure goals.

4.1 SPV Architecture: allWomen Connect (Pvt) Ltd

Co-op Sure will deploy its microinsurance licensing operations directly within a dedicated Special Purpose Vehicle (SPV) named allWomen Connect Co-op Sure's equity participation in this SPV will be represented directly by its licensed underwriting rights and cooperative infrastructure asset base.

To ensure a solid launch, the initial startup budget for allWomen Connect (Pvt) Ltd has been rigorously budgeted out of the debenture proceeds. It accounts for the strict regulatory capital floor required by the Insurance and Pensions Commission (IPEC) alongside all necessary operational and technical setup costs:

Budget Line Item	Regulatory Reference / Description	Amount (USD)
IPEC Minimum Capital Floor	Statutory minimum for dedicated Microinsurers (Liquid core funds)	**$100,000**
IPEC Registration Fees	Statutory non-refundable licensing application charges	**$5,000**
Actuarial & Risk Consultants	Retainer fees for statutory technical reserves calculations	**$35,000**
Principal Officer Retainer	Mandatory fully vetted IPEC executive appointment (Year 1)	**$60,000**
Legal & Compliance Drafting	Policy contract structuring & bylaw alignment (Chinawa Attorneys)	**$25,000**
Auditor Setup Retainer	Independent statutory audit implementation (Reyanda Auditors)	**$20,000**
Blockchain Integration Fees	Smart contract engineering & token design (DamRev)	**$150,000**
Digital Infrastructure	Core platform architecture & uXpress integration on allWomen.africa	**$75,000**
Working Capital Reserves	First-year initial claims buffers and administrative overheads	**$530,000**
TOTAL MICROINSURANCE SPV STARTUP BUDGET		**$1,000,000**

4.2 Comprehensive Global Capital Utilization Breakdown

The remaining capital is assigned to structural trade finance and large-scale healthcare infrastructure deployments mapped across all 92 councils in Zimbabwe.

Allocation Category	Strategic Description & Implementation Parameters	Amount (USD)
Microinsurance SPV Capitalization	Full regulatory licensing capital, technical reserves, and launch setup for allWomen Connect	**$1,000,000**
Trade Finance Cash Cover	Cash-backed Letter of Credit (LC) facility to secure global supply chains, material imports, and manufacture of bulk back-to-school items for eduBox requests.	**$50,000,000**
Emergency Paediatric Fleet	Procurement, assembly, and deployment of 92 specialized, fully ICU-equipped paediatric ambulances (one managed by each regional municipal council).	**$18,400,000**
Containerised Health Units	Manufacturing and deployment of 92 off-grid containerised eduSure medical clinics stationed at key regional hubs nationwide.	**$11,040,000**
Paediatric Unit Equipping	Financing specialized clinical hardware, medical tech, and diagnostic machinery to upgrade existing child healthcare units across all 92 councils.	**$10,810,000**
TOTAL REGISTERED DEBENTURE CAPITAL POOL		**$91,250,000**

5. Technical Architecture & Tokenomics

To eliminate the friction and high administrative costs traditionally associated with managing long-term debt instruments, this debenture issue is fully tokenized via digital ledger technology.

5.1 Blockchain Integration via DamRev

The cooperative's technology partner, DamRev, anchors the entire issuance on an enterprise-grade blockchain architecture. Each debenture is minted as a cryptographically secure, immutable smart contract asset. This architecture enforces several critical operational protocols:

- **Electronic Bearer Documents:** Ownership rights reside directly within the bearer document asset. Holding the token equals verified legal ownership of the underlying debenture.
- **Frictionless Peer-to-Peer Transfer:** Transferring ownership requires zero manual paper intervention or registrar processing delays; it updates instantly via automated blockchain verification.
- **Programmatic Coupon Payouts:** The 9% annual interest payment is executed automatically via smart contract logic, routing the funds directly to the digital wallets of verified token holders on the anniversary date.

5.2 Distribution and Tokenization Strategy via AfriVest

In partnership with AfriVest, the tokenization structure lowers entry barriers to cater to both deep institutional pools and grassroots cooperative participants:

- **Fractionalization:** Large debenture blocks can be broken down into accessible micro-tokens available directly on the allWomen.africa platform.
- **Direct Cooperative Distribution:** Registered cooperative members can purchase fractions of the debenture using their accumulated surpluses or mobile money, embedding community-level wealth generation directly inside the national asset matrix.

6. Risk Mitigation and Asset Securitisation

Although legally structured as an unsecured instrument at the corporate entity level, this debenture features a comprehensive, dual-layered security and commodity securitisation overlay engineered to shield impact investors from downside risk:

1. Direct Physical Collateralization: 100% of physical assets procured through the debenture proceeds—including the 92 ICU-equipped paediatric ambulances, the containerised eduSure clinics, and all intermediate inventory stock flowing through the eduBox value chain—are systematically cataloged and legally bound under a master security framework.

2. Institutional Value-Chain Insurance Pool: Through an exclusive institutional partnership with Old Mutual, the entire project lifespan is backed by a structured combination of Debenture Insurance and Commodity Securitisation. This guarantees that if supply chain disruptions, logistical failures, or extreme macro-shocks occur, the underlying capital value and cash equivalents remain fully insured, with security directly executed in favor of the investor pool.

7. Strategic Institutional Alliance Matrix

The sheer scale of this deployment is enabled by an elite ecosystem of legal, financial, sovereign, and international development partners:

UN Women & Gender Links - Social impact auditors, gender-responsive framework validation, and sustainable development compliance monitors.

Old Mutual - Underwriters for Debenture Insurance, risk wrapping, and master commodity securitisation structures.

Chinawa Attorneys - Lead legal counsel, transaction draftsmen, and statutory regulatory compliance supervisors.

Reyanda - Statutory external auditors, financial transparent verification, and escrow account oversight.

CorpServ - Independent Transfer Secretaries, maintaining statutory register sync with blockchain ledgers.

DamRev & AfriVest - Core blockchain technology providers and primary tokenization framework architects.

MoPSE & MoHCC - Ministry of Primary and Secondary Education & Ministry of Health and Child Care. Public-sector oversight enforcing the Zimbabwe School Health Policy (ZSHP) alignment.

allWomen Connect & Co-op Sure - Primary Promoters, operational administrators, and circular economy managers.

8. Impact Investor Thesis & Conclusion

This debenture presents a rare, highly optimized investment vehicle that blends predictable financial returns with multi-layered, measurable social impact. By contributing capital, institutional and individual investors unlock a verified matrix of United Nations Sustainable Development Goals (SDGs):

- **SDG 3 (Good Health & Well-being):** Launching 92 advanced paediatric ambulances and 92 localized clinics to build an active safety net for millions of learners under the Zimbabwe School Health Policy guidelines.
- **SDG 4 (Quality Education):** Guaranteeing systemic access to vital learning supplies and minimizing medical-related school dropouts via automated health cash backup plans.
- **SDG 5 (Gender Equality):** Directing 100% of supply chain manufacturing opportunities toward women-led cooperatives, using the digital architecture of allWomen.africa to boost economic autonomy.
- **SDG 8 & 9 (Decent Work & Circular Economy):** Replacing linear dependency with an active digital marketplace where revenue endlessly circulates among women entrepreneurs.

INVESTMENT DIRECTIVE

Subscriptions are fully open and accessible electronically. Vetted impact partners, institutional asset managers, and registered cooperative members can purchase bearer debenture tokens directly via the allWomen.africa platform interface.

Co-op Sure Insurance Co-operative Society Limited — Empowering Communities, Securing the Future.