



**UNKNOWN
WORLDS**



FAQ

QUESTIONS AND ANSWERS

If your question isn't covered here please ask on the Facebook page
www.facebook.com/groups/unknownworlds or email admin@unknownworlds.co.uk

INTRODUCTION



WHAT'S THE BIG IDEA?

- ✦ Unknown Worlds was created to finance and facilitate a permanent larp centre
- ✦ Our offer has been accepted and we expect to exchange contracts soon
- ✦ We need friends who want to own a larp centre to invest in the company to help complete the purchase

Securing suitable sites for live roleplaying events remains the single biggest challenge facing many larp organisations because of the shortage of good quality dedicated facilities. We have formed Unknown Worlds for the purpose of acquiring a permanent site to develop as a suitable centre to serve the whole hobby.

The best way to find out more is to join our Facebook group www.facebook.com/groups/unknownworlds. We hold periodic video meetings with updates and a chance to ask questions, or of course you can just email us at admin@unknownworlds.co.uk to get the latest versions of the plans.

This is an opportunity to own a part of your own larp site – and to support the creation and development of high quality facilities designed for larp. Many of us have talked for years about wanting to own our own larp site, this is a chance to make it happen.

You can be involved in the development process, see what is being discussed for the site and have input on it. We will keep all our investors up to date on how the site is being developed and give everyone a chance to have input on that.

Finally the financial gains for shareholders are modest, but not insignificant. The money you invest will go to purchase a piece of land that will be the sole asset of the company – we intend this to be a relatively low-risk investment for people.

The deadline for investments is midday on Monday 28th October 2024.

IMPORTANT NOTE

This is a regularly updated document designed to answer common questions.

The key legal documents is the **Shareholders Agreement**. It has precedence over this document in the event of any conflict.

This is version 3.0 - 10th October 2024

THE COMPANY

WHY HAVE YOU FORMED A NEW COMPANY?

We have formed a new company to allow it to focus solely on the ownership and development of the site.

Unknown Worlds will focus on the high level development issues. It won't concern itself with operational factors which will all be handled by Profound Decisions under the terms of the lease.

We want our investors to be informed and involved in planning how the site evolves and develops over time. We're confident that our investors will be able to help us create a better site by working with us at that level. Creating a new company allows a clean separation of concerns and allows us to be clear about the role investors can play in the development of Unknown Worlds and the site.

WHO WILL OWN WHAT?

The site and all new facilities will be entirely owned by Unknown Worlds. Initially 49.9% of the company will be owned by shareholders from the community, and 50.1% by Profound Decisions.

Profound Decisions is solely owned by Matthew Pennington and his partner.

WHO RUNS UNKNOWN WORLDS?

Unknown Worlds will be overseen by a board of unpaid directors. They will approve all plans for development of the centre. The board is Matthew Pennington, Graeme Jamieson, Rachel Thomas, Tim Baker, and Jude Reid. We have chosen our directors for a combination of their probity, their reputation and standing in the live roleplaying community, and their practical skills and experience.

We anticipate that most important decisions will be agreed by consensus, but where that isn't possible we will hold a simple vote, with each director having one vote.

The directors will be supported and assisted by an advisory board consisting of investors and others who wish to play an active role in the oversight and development of the centre.

HOW CAN I JOIN THE ADVISORY BOARD?

Initially, Profound Decisions will appoint up to five members to the advisory board. Shareholders will be invited to elect a further five. Either group may add additional members where that would benefit the company.

The advisory board will assist the company by offering technical skills and experience along with impartial advice and analysis. The advisory board will not have a vote, so they won't bear any legal or fiduciary duties like the directors have.

Our expectation is that those individuals who join the advisory board will do so because they are keen to be more involved in the development of the site. We are looking for people who are willing and able to provide valuable practical and technical skills to support the development.

INVESTING

CAN ANYONE INVEST?

This investment in is limited to friends and family of the company directors.

This is not a public share offer and all shareholders need to be someone who considers themselves part of our circle of friends. It doesn't matter how long you've known one of us, provided that you are known to us and us to you.

We are looking for investors who share our dream of a developing an amazing permanent national larp site and care about the hobby as we do. We don't mind friends and family of larpers investing if we have been introduced to them and they think this is a project they want to support, but this is a proposal aimed at larpers.

WHAT'S THE PROCESS FOR INVESTMENT?

Anyone who wants to invest in Unknown Worlds needs to chat to us first to discuss it - start by emailing us at admin@unknownworlds.co.uk. Once you've decided you are ready to invest, then we'll send you the bank details.

We'll also send you the share agreement contract which you'll need to sign. We'll need your personal details and the bank details for the account you want any dividends paid into.

WHAT'S THE DEADLINE FOR INVESTMENT?

The sum that you decide to invest needs to be transferred to the bank account by midday on Monday 28th October 2024.

WHEN DO I GET MY SHARES?

We will issue shares to all investors shortly after the sale is complete. We expect completion to take place on the 30th October.

WILL I RECEIVE A SHARE CERTIFICATE?

You'll receive an electronic confirmation of your shares.

HOW WILL I BE INFORMED AND INVOLVED?

We are keen to ensure that all our investors can be genuinely involved with the development and success of the company.

We will hold an annual shareholders' meeting where we will present a full report on the year's progress, along with a forward plan and the financial position of the company. The strategy for the site for the coming year will be discussed and voted on by shareholders at the annual meeting.

All investors will be eligible to raise issues for voting on at the meeting. These meetings will take place at the site once it is in a position to support them; until then they are expected to be held in Preston near our head office.

Shareholders will be welcome to visit the site by arrangement, once it is in hand, and will be encouraged to take an active interest in the ongoing development.

HOW MUCH ARE WE AIMING TO RAISE?

We have issued 2,400 shares in Unknown Worlds, priced at £1,000 each. 49.9% (£1,199,000) will be sold to investors drawn from the larp community while 50.1% will be allocated to Profound Decisions as unpaid share capital. Profound Decisions will then pay £80,000 p.a. until all these shares are fully paid for.

WHAT IF TOO MANY OR TOO FEW INVESTORS WANT TO INVEST?

We will take investment on a first-come first-served basis, based on receipt of funds. We will let everyone know as soon as the limit is reached and update potential investors regularly on progress via the Facebook group.

We have alternative funding arrangements in place if there is any shortfall in funding. We would rather raise the full amount needed with share capital if possible, but we will manage if there is a shortfall.

IS THERE A MINIMUM INVESTMENT?

£1,000 is the minimum investment for a single share. We have chosen a relatively high minimum investment because we need to have a small group of investors who can agree a strategic plan for a larp centre together. There will be lots of practical opportunities for many more people to get involved as the project develops.

There are also options if you and some friends would like to pool your money to invest together; see **CAN WE CLUB TOGETHER TO INVEST?** on page 7.

DOES THIS MEAN YOU AREN'T INTERESTED IN THE SUPPORT OF LARPERS WITH LESS MONEY?

Not at all. As you may have noticed, this is not a typical crowd-funder, like a Kickstarter, with different reward levels. Unlike manufacturing an RPG book or board game, we don't want to offer special benefits because we want the site to serve everyone equally. Hence this is a share offer with standard investment terms for all investors.

We want the site to benefit the whole hobby and the best way to do that is to enable everyone to support us. At this initial stage the single thing we need is financial backing, but once the site is purchased there will be many other ways for people to get involved as the project develops. We will need an enthusiastic community and a lot of goodwill to make the site successful.

Different members of the larp community bring different skills and resources to the hobby. It may be that you are able to offer your time and skills to work on projects rather than financial investment. These are highly valuable and we would love to draw on this sort of support in the future, but first we need to buy the site.

We will need an enthusiastic community and a lot of goodwill to make this project successful. We absolutely don't want to exclude any of our friends and fellow players.



WHAT HAPPENS IF I CHANGE MY MIND ABOUT INVESTING?

You should not invest at this stage unless you are confident that you wish to invest in Unknown Worlds for the long term. Once a site purchase is completed you will become a shareholder and have to sell your shares to get your money back.

HOW DO WE SELL OUR SHARES?

If our financial position allows, Profound Decisions will purchase any shares you wish to sell. The minimum price we will offer is set out in the Financial Key Facts document. We hope that making our position public will help investors more easily decide what their shares are worth, which is often difficult with investments in small businesses.

It also means you know what we will offer you for the shares if we are able to do so. If you can get a better price than we can offer then you are of course welcome to take that with our blessing!

If we are not in a position to purchase your shares, or you want a better price than we can offer, then we will contact all the existing shareholders and offer your shares to them at the price you have indicated. If nobody wishes to purchase the shares then we will do what we can to help you find another potential investor willing to purchase the shares for a sensible price.

It may be harder to sell your shares in the first few years; Profound Decisions will not be in a position to buy them as we will be investing spare capital in the site, and those who wanted to buy them will likely already have done so. You should not invest in Unknown Worlds if you expect to need your investment back in the short term.

WHAT HAPPENS IF UNKNOWN WORLDS GOES BANKRUPT?

Unknown Worlds is set up to be as simple and transparent as possible. It has fixed outgoings (mortgage payments) and fixed minimum income (rent and share capital payments from Profound Decisions). Therefore the only financial way for the company to go bankrupt is if Profound Decisions can no longer afford the lease.

If Profound Decisions is no longer able to fulfil the terms of its lease, then we will look to arrange the sale of the site, clear the mortgage, and return all remaining funds to shareholders. Unknown Worlds will not be liable for any Profound Decisions debts.

The value of the land may go down as well as up over time, so a sale is not guaranteed to cover the original investment.

WHAT HAPPENS IF THE LAND DECREASES IN VALUE?

If the land decreases in value and Profound Decisions is not in a position to continue renting the site from Unknown Worlds, then we would need to sell the asset and return the proceeds to investors after clearing the mortgage. In that specific circumstance, there would be a loss incurred by all investors which will be proportional to the number of shares you own.

HOW DO I KNOW IF I SHOULD INVEST?

We are live roleplayers – not financial advisers. You should take professional advice before investing in Unknown Worlds.

Unknown Worlds is intended to be a long term investment offering ever increasing returns over time. You should not invest in Unknown Worlds if you expect to need your investment back in the short term.

The main business risk for Unknown Worlds is that Profound Decisions becomes unable to pay the rent. Empire is currently enjoying huge growth, but you should not invest in Unknown Worlds if you have any significant doubts about the medium-term viability of Profound Decisions.

We have done everything possible to protect our small investors against any potential abuse by me but you should not invest in Unknown Worlds if you have any concerns about my personal integrity.

SHOULD I BORROW MONEY TO INVEST?

We strongly recommend you invest only what you can afford to be without, and you should always take financial advice before making any investment.

CAN WE CLUB TOGETHER TO INVEST?

Groups can join together to buy shares. How you do this is up to you. You might wish to keep arrangements informal or might wish to create and run an investment club. Investment clubs don't have any special legal status, but the government (especially the HMRC) has accepted ways of dealing with a club. It is possible to incorporate a club as a limited company or limited partnership, but most clubs just operate as informal partnerships.

If you are prepared to undertake the small amount of admin required to set up and run a club, including agreeing rules, and distributing dividends, then they can work really well.

There's some great general information on investment clubs on the Motley Fool website, though it is aimed at public share trading: www.fool.co.uk/investing-basics/investment-clubs

The Medway Money Pit UK Investment Club have a website which also includes their constitution which you might choose to adapt, though this is geared towards managing a broad portfolio of investment rather than a single set of shares: www.medwaymoneypit.co.uk

THE SITE

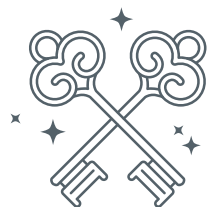
WHY BUY A SITE?

Securing suitable sites for live roleplaying events remains the single biggest challenge facing many larp organisations because of the shortage of good quality, dedicated facilities. There are simply not enough great venues available.

HAS A SITE BEEN FOUND?

Yes. We have identified an ideal site and had our offer agreed in principle. We expect to exchange contracts in October and are aiming to complete the purchase on the 30th October.

We will release more details about the site after we exchange contracts, so that we have some certainty that the sale will go through.



WHAT IS THE SITE LIKE?

We are very excited about the new site. It is more than large enough to accommodate Empire for years to come and is perfectly flat with excellent drainage. The history of the site means that planning should be as favourable as possible.

The site is not as near the Midlands as we would have liked, but it is only fifteen minutes additional travel time for visitors coming from the north compared with Profound Decisions' current site at Dadford Road.

There are some existing trees on the site, but no areas of woodland. We will plant parts of the site with amenity woodland to create the ideal layout over time.

WILL MY LARP GROUP BE ABLE TO HIRE OUR SITE?

Profound Decisions will develop the site for hire by other live roleplaying organisations of all sizes, once suitable planning permission is secured and the infrastructure is in place. This will take time, but will be a high priority for us to achieve as quickly as possible.

WHAT HAVE YOU DONE BEFORE?

Profound Decisions have two decades of experience running hugely successful professional larp events. We have operated our events from greenfield sites for the last decade and have experience installing the necessary facilities.

I have spent years trying to acquire a permanent site for live roleplaying, but the biggest hurdle has always been raising the capital needed. This is a chance to finally make the dream happen!

THE PEOPLE



The board will be chaired by myself, **Matthew Pennington**. I have twenty years' experience in creating commercially successful live roleplaying games. I will lead the new company and act as the main spokesperson, drawing on my experience working with the larp community.



Graeme Jamieson will be Unknown World's finance director. He has filled that role for Profound Decisions since 2018. He brings fifteen years of experience in property management accounts, specialising in the back office handling of payments and receipts. He will ensure that an accurate and precise summary of the company's finances are available throughout.



Rachel Thomas is a founder of the critically acclaimed Crooked House larp organisation with many years' experience in the community. She has a thorough grounding in business, logistics, problem-solving, and communication. She ran a successful business, which was sold to a large veterinary company for a seven-figure sum in 2017 and is keen to improve larp production and the economics of larp.



Tim Baker is a commercial property developer with twenty years' experience of managing and expanding a portfolio of industrial premises. His main expertise is in acquiring land assets, navigating the planning and legal hurdles to develop them, then estate management of the resulting developments. He is currently actively managing three business parks and a number of standalone properties.



Jude Reid is a successful larp event organiser with extensive experience creating and running smaller, more intimate games. Her depth of experience running small and medium sized events complements the skills accrued by the members of the team involved with Empire. Her involvement will help to ensure that the development of the site works for small games as well as large fest events.



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