

ULTRA REALIS VENTURES

£1,000,000 Equity Investment Round

Convertible SAFE / Preferred Equity Offer

Cashflow Today. Diversified Growth. Innovation for Generations.

SECTION 1: INVESTOR PITCH DECK (NARRATIVE)

Attached Separately

Ultra Realis Ventures

- £1,000,000 Convertible SAFE Note / Preferred Equity Offer
- Cashflow Today. Diversified Growth Next. Innovation for Generations.
- Confidential Investor Materials

Slide 2 — Executive Summary

Key Term	Details
Raise	£1,000,000 Equity (Convertible SAFE / Preferred Equity)
Valuation Basis	£6,000,000 Pre-Money Valuation
Investor Entry	14% Ownership on immediate conversion
Conversion Terms	20% Discount or £6M Cap — whichever benefits investor most
Alternative Option	5% Dividend Preferred Equity with 2× Return Target
Stage	Acquisition & Integration (Cashflow + AR Growth)
Focus	Acquire and integrate income-generating UK / Global assets while scaling MyView AR platform

Slide 3 — Investment Thesis

Ultra Realis is building a diversified income and innovation platform that delivers near-term stability and long-term exponential upside.

Immediate Cashflows from Acquisitions

- Software Development Firm (recurring B2B contracts)
- Café Business (daily footfall + food licence)
- VR Gaming Franchise (high-margin entertainment)

Technology Growth on Top: MyView AR Platform

A next-generation AI-powered Augmented Reality media layer enabling immersive experiences through high context AR formatted video content.

- Potential partnerships in media, gaming, advertising, education, real estate, travel / tourism, retail sectors etc..
- Optional licensing or white-label model for scale.

 **Hybrid Model = Stable cashflow foundation + innovation upside.**

Slide 4 — Market Opportunity

- Global AR/VR market projected to exceed **\$500B by 2030**.
 - UK hospitality and gaming sectors represent **>£150B combined annual spend**.
 - Diversification across three sectors (Tech, F&B, Entertainment) provides insulation from single-sector volatility.
 - Ultra Realis bridges *traditional income* with *next-generation innovation*.
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Slide 5 — Use of Funds (£1,000,000)

Allocation	Amount	Purpose
Software Dev Acquisition	£350,000	Partial buy-in + earn-out to secure IP & contracts
Café Business Acquisition	£250,000	Acquire operating café & upgrade for expansion
VR Gaming Franchise Setup	£300,000	Fit-out, licences, launch
Working Capital & Platform Dev	£100,000	Legal, staffing, MyView platform enhancements

Slide 6 — Financial Overview (GBP)

Year	Revenue (£)	EBITDA (£)	Key Drivers
Year 1	900,000	200,000	Café & dev firm cashflows
Year 2	1,400,000	310,000	Gaming franchise live
Year 3	1,800,000	450,000	Integration complete
Year 4	2,200,000	700,000	AR licensing expansion
Year 5	2,600,000	1,000,000	Mature portfolio performance

EBITDA Coverage >2× from Year 3 onward.

Slide 7 — Exit Strategy

- **Equity Exit Options**
 - Strategic sale of portfolio assets (each valued individually).
 - Trade sale or Series A funding round (2028–2029).
 - Optional IPO of MyView AR platform or roll-up listing.
 - **Investor Returns**
 - Target 3–5× ROI over 5 years (on conversion).
 - Preferred Equity Option: 5% dividend p.a. + 2× target return.
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Slide 8 — Management & Governance

Sharat Williams — Founder & CEO

30+ years in Information Security, Risk, and Strategy leadership across AI, Infrastructure, and Digital Media. Former CSO, CIO & Board Advisor roles.

Advisory Network

- Finance & M&A Partners in UK and Asia
- Technology Advisors (AR/VR specialists)
- Hospitality and Retail Business Managers

Governance Framework

Quarterly reporting, IFRS accounting, and investor representation on advisory board.

Slide 9 — Vision Beyond 2025

From Multi-Channel Operations to a Unified Immersive Ecosystem.

Ultra Realis' long-term goal is to merge **real-world experiences** (cafés, gaming, retail) with **digital engagement**(MyView AR).

This hybrid model will serve as a prototype for the future of social, entertainment, and experiential retail.

SECTION 2: INVESTMENT MEMORANDUM (IM)

Issuer: Ultra Realis Ventures Ltd (England & Wales)

Offering Type: Private Placement — Equity (Convertible SAFE / Preferred Equity)

Raise Target: £1,000,000

Use of Proceeds: Diversified asset acquisition and technology scale-up

Instrument: Convertible Equity Note (20% discount / £6M cap)

Alternative Instrument: Preferred Equity with 5% dividend & liquidation preference

Purpose of the Issuance

The capital will fund the acquisition and integration of three income-generating businesses that underpin MyView AR's future expansion.

Legal Structure

- Ultra Realis Ventures Ltd will issue Convertible Notes to investors.
- Notes convert automatically upon a qualifying future round or at investor election after 24 months.
- Preferred Shares carry 1.5× liquidation preference and cumulative 5% dividend.

Investor Rights

- Information Rights (Quarterly and Annual Reports).
- Pre-emptive rights on future rounds.
- Optional observer seat on the advisory board (for lead investors).

Financial Disclosure

No audited financials exist yet (new vehicle). IFRS reporting standard to be adopted from Year 1 post-raise.

SECTION 3: TERM SHEET (EQUITY ROUND)

Issuer: Ultra Realis Ventures Ltd

Round: £1,000,000 Convertible SAFE Note

Term	Description
Valuation Cap	£6,000,000 pre-money
Discount	20% on next equity round
Conversion Trigger	Next qualified equity financing (>£500,000) or investor election after 24 months
Maturity	3 years from issuance
Interest	None (equity instrument)
Use of Proceeds	Business acquisitions, VR gaming setup, working capital
Investor Protections	Quarterly reporting, negative pledge, consent rights for major asset disposals
Alternative Option	Preferred Equity: 5% dividend, 2× return target, 1.5× liquidation preference
Exit Strategy	Trade sale, acquisition, or listing; optional investor liquidity after 5 years

Governing Law: England & Wales

Jurisdiction: United Kingdom

SECTION 4: INVESTOR Q&A SHEET

Question	Answer
Why a £1M equity round instead of a bond?	Equity aligns with growth objectives and simplifies structure for smaller investors. No fixed coupon obligations allow greater reinvestment flexibility.
How will my investment convert?	Through a Convertible SAFE Note — your investment converts to equity at a 20% discount or £6M cap, whichever gives a better share price.
Is there income potential before conversion?	For investors preferring yield, a 5% dividend Preferred Equity structure is offered instead.
What if the acquisitions don't close?	Capital deployment is milestone-based; each acquisition only triggers funding release upon due diligence completion.
What are exit opportunities?	Strategic sale, AR platform IPO, or buyback mechanisms after 5 years.
How is my risk mitigated?	Diversified cashflows (3 sectors), equity discount protection, investor reporting rights, and transparent UK legal structure.

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