

THREEDDEEMEE Limited  
Registered #09909792  
71-75 Shelton Street,  
Covent Garden, London,  
WC2H 9JQ, United Kingdom

17th October, 2024

## OFFICIAL INVITATION AND AGENDA

**Date:** 14 November 2024

**Time:** 09:00 AM to 12:00 PM GMT

**Location:** Remote Via Zoom Call <https://us04web.zoom.us/j/71890773543?pwd=290dsROXRboUnWgy2bk9HIQtH4cZHH.1>

Dear THREEDDEEMEE's shareholders,

We are delighted to invite you to Ordinary General Meeting, where we will discuss THREEDDEEMEE's future. Please find the agenda for the event below:

### Agenda:

#### 1. Introduction by the Chairman

The Chairman will explain the current situation of the company, including cashflow challenges and the ongoing support required from shareholders.

#### 2. Valuation of THREEDDEEMEE's MVP (Minimum Viable Product)

Chairman Opinion: The MVP has been successfully developed and is viewed as a cornerstone for future growth and investment. An independent valuation process by Mr. Mike Plener of Catapult Investments estimated the company's value at £4 million to £6 million. Mr. Mike Plener will explain the valuation process and emphasize the importance of a united board in ensuring the company's success in future round.

#### 3. Update on the Extended Funding Round

Chairman Opinion: The extended funding round remains open until 31st December 2024. However, continued support from existing shareholders for at least three months is critical to cover outstanding liabilities, including belated team salaries.

#### 4. Approval to Issue SEIS/EIS Shares for the Round (1st August 2023 - 1st April 2024)

This request, made by shareholders, was approved on 17th October 2024 and our accountant have started the process to issue the share certificate and EIS requests from HMRC.

#### 5. Address the Alleged Conflict of Interest Between THREEDDEEMEE LTD., the Thai Subsidiary, and Mr. Victor Watson's New Company

Chairman Opinion: There is no conflict of interest involving Mr. Victor Watson and the Thai subsidiary. Mr. Watson has chosen not to invest in the Thai subsidiary or any related entities, ensuring his focus remains on THREEDDEEMEE Studios.

#### 6. Approval to Expand the Number of Directors from Two (2) to a maximum of Seven (7)

A proposal by shareholders to expand the board from two (2) to a maximum seven (7) members, ensuring better representation of the shareholder base. We already have 2 offers

to join the board Mr. Graeme Lawrie who has been with us from the start and Mr. Mike Plener as a non-voting advisor to the board who you will meet on the meeting. Any other shareholder wishing to be nominated to the board of directors are willing to request their nomination in writing to the secretary or request their nomination on the day of the meeting.

#### **7. Contingency Plan in Case of an Unsuccessful Funding Round and Insolvency Risks**

Shareholders have requested a plan for potential liquidation if the financial situation remains unchanged and the funding round is unsuccessful.

**8. The Chairman would like to thank the extensive effort of Mr. Mike Mannering** from 2015 through 2023 as he steps down from the board of directors and wish him the very best for the future.

#### **9. AOB (If any)**

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This meeting is critical in determining the company's future direction. We look forward to constructive engagement with all shareholders.

Sincerely,  
Mr. Victor Watson  
Chairman  
THREEDDEEMEE Limited

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#### **Requirements for Attending the Shareholders' Meeting:**

##### **1. Attendance Confirmation**

Shareholders must confirm attendance by 12th November 2024 to allow the board to adequately prepare for the meeting.

##### **2. Responses from Abstaining Shareholders**

Shareholders who choose to abstain from attending must submit written notice to the Chairman by 12th November 2024, stating reasons for abstaining. Shareholders who do not appoint a proxy or attend the meeting will be considered abstained, and their shareholding will not be counted.

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#### **Appendices**

**Appendix A:** Guidelines on Voting at General Meetings (As per the Articles of Association of THREEDDEEMEE Limited) All notifications should be addressed to the company secretary @ [cherlie@threeddeemee.com](mailto:cherlie@threeddeemee.com)

##### **1. Voting: General**

Resolutions put to the vote at a general meeting will be decided by a show of hands unless a poll is duly demanded.

##### **2. Poll Votes**

A poll on a resolution may be demanded in advance of the meeting or during it. Polls can be requested by:

- The Chairman of the meeting has decided that the votes will be carried out as Poll Votes on # 6 the nomination of new board members and on any decision to move into insolvencies as per agenda #7.
- Two or more shareholders eligible to vote.
- A shareholder or group representing at least 10% of total voting rights.

### **3. Proxy Notices**

Proxies can be appointed by written notice, which must state the shareholder's details and the general meeting in relation to which the proxy is appointed.

### **4. Delivery of Proxy Notices**

Proxy notices must be submitted 48 hours before the meeting. An appointment can be revoked by written notice.

### **5. Amendments to Resolutions**

Amendments to ordinary or special resolutions must be submitted at least 48 hours before the meeting or proposed by the Chairman during the meeting if they correct non-substantive errors.

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### **Proxy Submission Guidelines**

Proxy forms or notices of abstention must be submitted via email to the Company Secretary at [cherlie@threedeemee.com](mailto:cherlie@threedeemee.com) no later than 48 hours before the meeting on 14th November 2024, as per Section 324 of the Companies Act 2006.