

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

4th October 2024

Notice of Shareholders' General Meeting

Date: Thursday, 31st October 2024

Time: 09h00 GMT

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

To The Shareholders of THREDEEMEE LTD.,

On behalf of the Board of Directors of THREDEEMEE LTD., we hereby request the convening of a Shareholders' General Meeting on Thursday, 31st October 2024. All shareholders or their duly appointed proxies are requested to attend.

Agenda:

1. Introduction

The Chair will introduce and provide an explanation of the proposed resolution regarding the removal of Mr. Mike Eric John Mannering from the Board of Directors under Section 168 of the Companies Act 2006. This proposal follows concerns outlined in a letter to shareholders dated 22nd September 2024.

Notice for this meeting has been provided 28 days in advance in accordance with the company's governing documents and the Companies Act 2006.

2. Request for Poll Vote

A poll vote will be conducted pursuant to Article 46 of the Articles of Association and in accordance with Sections 321 and 322 of the Companies Act 2006. The Chairman, Directors, and members owning more than 10% of shares demand a poll vote for the removal of Mr. Eric John Mannering from the Board in accordance with Article 48 of the Articles of Association and compliant with Sections 321 and 322 of the Companies Act 2006.

3. Resolution for the Removal of Mr. Mike Eric John Mannering

The Board of Directors proposes the removal of Mr. Michael Eric John Mannering from the Board of Directors due to documented concerns relating to alleged breaches of fiduciary duty, specifically under Section 175 of the Companies Act 2006 (Duty to Avoid Conflicts of Interest), and failure to act in a manner that promotes the success of the company as required by Section 172 of the Act.

The concerns raised are based on the following alleged matters, which are supported by written documentation:

- a) Failure to support an independent valuation of the company following the achievement of the Minimum Viable Product (MVP) prior to opening a discounted funding round.
- b) Collaboration with an investor to open a highly discounted round, which could have disproportionately benefited Mr. Michael Eric John Mannering and the investor, with evidence suggesting a potential 4-to-1 benefit ratio in value.
- c) Pressuring the Board to accept investment terms that, in the Board's view, were not aligned with the long-term interests of the company but which could have provided personal advantage to Mr. Michael Eric John Mannering and the investor.
- d) These matters will be fully detailed and discussed during the meeting.

4. Limitation on Other Business

The directors hereby restrict the business of the day to the matter of the dismissal of Mr. Mike Eric John Mannering, in accordance with the agenda set for this meeting. However, the directors fully recognize and accept the shareholders' statutory rights under Section 303 of the Companies Act 2006 to requisition a separate general meeting to consider any other matters, provided the necessary thresholds are met.

Sincerely,



Victor Watson
Chairman,
THREDEEMEE LTD.
victor@thredeemee.com

Appendices

Appendix A: Guidance on Conflicts of Interest and Voting Rights

1. Directors' Fiduciary Duties:

Directors have a duty to act in good faith and in the best interests of the shareholders and company, avoiding conflicts of interest. These alleged breaches of these duties can lead to the removal of a director.

2. Shareholders' Rights:

Shareholders have the right to remove a director under Section 168 of the Companies Act 2006 if there are serious concerns regarding their actions.

Appendix B: Guidelines and Voting at General Meetings (As per the Articles of Association of THREDEEMEE Limited)

1. Voting: General

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded and acted upon in accordance with these articles and proceed Sections 321 and 322 of the Companies Act 2006.

2. Poll Votes

- A. poll on a resolution may be demanded: a. In advance of the general meeting where it is to be put to the vote, or
b. At a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

A poll may be demanded by:

- a) The chairman of the meeting.
b) The directors.
c) Two or more persons having the right to vote on the resolution; or
d) A person or persons representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote on the resolution.
e) A demand for a poll may be withdrawn if: a. The poll has not yet been taken, and
b. The chairman of the meeting consents to the withdrawal.
f) Polls must be taken immediately and in such a manner as the chairman of the meeting directs.

3. Proxy Notices as per the Articles of Association

- a) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
a. States the name and address of the shareholder appointing the proxy;

b) Identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed.

c) Is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such a manner as the directors may determine; and

d) Is delivered to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

4. Delivery of Proxy Notices

a) A person who is entitled to attend, speak, or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.

b) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

5. Amendments to Resolutions

a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if: a. Notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place, and

b) The proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

c) A special resolution to be proposed at a general meeting may be amended by ordinary resolution if: a. The chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed;

d) The amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

Guidelines: Proxy Submission Guidelines

a) Attendance proxies or abstentions must be sent via email to the Company Secretary no later than 48 hours before the meeting on 31st October 2024 at cherlie@threedeemee.com, as per Section 324 of the Companies Act 2006.

Director's right to protest removal

b) On receipt of notice of an intended resolution to remove a director under section 168 of the Companies Act 2006, the company must forthwith send a copy of the notice to the director concerned.

c) The director has the right to protest against removal under section 169 of the companies Act is entitled to be heard on the resolution at the meeting.