



Feb 19, 2026

forghetti Shareholders meeting

Invited Carl Burden Jonathan Humphrey crompton.diana41@gmail.com
Mike Crompton James Maclaurin (maclaurin.james@gmail.com)
Sam Rajaratnam Jonathan Williams Nigel Webster Rory James-Duff
Olly Sowton Chris Williams - Willbox Charles Milton
lee.colegate@protonmail.com Harry Akerman ijgilligan@proton.me
timlander67@gmail.com

Attachments  forghetti Shareholders meeting

Meeting records  Transcript

Summary

Mike Crompton announced James McLaren's retirement as a director and outlined the company's "squeaky" financial status, which is compounded by limited success in the password management market, leading to a new business direction focused on a DNS filtering application developed for the Canadian government. Mike Crompton proposed revising the existing shareholder agreement to "tidy up" administrative burdens and requested investor approval to move forward with the revisions. Charlie Milton will invest £100,000, and Mike Crompton will convert £100,000 of existing loans into equity at a reduced valuation, which will increase Mike Crompton and Charlie Milton's joint equity to just under 75%, a dilution the investors waived their preemption rights to allow. Shareholders, including Jonathan Williams, Chris Williams, Rory James-Duff, Jonathan Humphrey, and Sam Rajaratnam, discussed the investment risk, IP ownership of the Canadian application, the sales strategy targeting network operators, the funding runway, and the competitive landscape. All shareholders, with Tim Lander recommending written formalization, ultimately approved the proposed investment and new business direction.

Details

- **Welcome and Opening Formalities:** The meeting began with general greetings and a casual discussion, including Charles Milton mentioning they were having a bad hair afternoon ([00:00:00](#)). Mike Crompton noted that most people were joining, though two invitees were unable to attend. Ghillie mentioned mistakenly logging into the call on the wrong day, experiencing jet lag, and they were wide awake ([00:01:07](#)).
- **Attendance and Meeting Importance:** Mike Crompton performed a roll call and determined that Chris Williams was traveling but possibly joining later. Mike Crompton emphasized the importance of the meeting and intended to be efficient with the agenda ([00:02:55](#)) ([00:05:20](#)). Lee was expected to join approximately five minutes late ([00:04:14](#)).
- **Apologies and Director Retirement:** Mike Crompton conveyed apologies from James Maclaurin and their mother, who was recovering from a hip operation. Mike Crompton announced that they had accepted James Maclaurin's retirement as a director yesterday and expressed gratitude for their involvement. Since James Maclaurin resigned, shareholder approval for their departure from the board was not necessary ([00:05:20](#)).
- **Proposed Shareholder Agreement Revisions:** Mike Crompton proposed meeting with Tim Lander and Charlie Milton, primarily Tim Lander, to "tidy up" the administrative burdens within the existing shareholders agreement/investor agreement ([00:06:32](#)). The intent is to streamline processes, such as reporting regularity, without radically changing anything that impacts investor rights or interests, which Tim Lander confirmed they would oversee. Mike Crompton requested the investors' blessing to proceed with making these changes ([00:07:41](#)).
- **Financial Status Update:** Mike Crompton reported the business's financial status, noting that they have approximately 35-37K in the bank and owe about 150,000 pounds in trade creditors and loans ([00:09:48](#)). The business's current financial situation is "squeaky," with turnover for the current financial year at 133,000, and the cost of sale at 112,000 ([00:11:10](#)).
- **Password Management Market Challenges:** The password management market has changed dramatically, and the Forghetti platform currently has 20,000 users, of which a very small percentage are paying users ([00:11:10](#)). The original plan to sell via partners, such as mobile network operators, has not been successful, making further inroads into password management "bloody hard work" without the right funding ([00:12:24](#)). Forghetti is pushing a

new release soon primarily for housekeeping and compliance with platforms like Apple and Google ([00:13:46](#)).

- **Business Assets and New Direction:** The positive outlook includes a working, reliable platform that is inexpensive to run, with patents in the US and the EU, and recent Cyber Essentials Plus and ISO certifications ([00:14:59](#)). Mike Crompton confirmed that the new Canadian agreement represents a complete change in direction away from password management, though there is a potential for password management to be pulled into the new applications in the distant future (Q1 2027 road map) ([00:16:14](#)).
- **Canadian Agreement and DNS Filtering Application:** Mike Crompton and Charlie Milton visited Canada in January to understand the opportunity and secure Canadian support for expanding this work ([00:18:46](#)). They built a DNS filtering application for the Canadian government (CIRA, Canadian Internet Registration Authority) to be installed on various operating systems and platforms, which CIRA is giving to Canadians for free ([00:17:29](#)). The plan is to take this working application into other markets by creating a modular, white-labelable "brandable shield" architecture for major network operators (like Vodafone or BT) ([00:18:46](#)).
- **Proposed Investment and Equity Conversion:** Charlie Milton and Mike Crompton require immediate money, time, and effort to make the new direction happen ([00:21:26](#)). The proposal is for Charlie Milton to invest 100,000 pounds of new cash, while Mike Crompton will convert 100,000 pounds of existing loans from them, Summit, and their family company into equity at a reduced valuation ([00:22:36](#)). This maneuver aims to provide Charlie Milton with enough equity to make their involvement worthwhile and requires the existing shareholders to waive their preemption rights ([00:24:14](#)).
- **Dilution and Shareholding Structure:** Jonathan Williams asked about the impact on shareholding, and Mike Crompton confirmed this represents a dilution, resulting in Charlie Milton and them having just under 75% of the business, with all remaining shareholders holding 25% ([00:24:14](#)). Mike Crompton explained that the benefit of structuring the new business direction through Forghetti, rather than a separate entity, is that Forghetti already has existing assets like patents, contracts, and certifications, and they want their friends and current investors to retain some value if the business is successful ([00:25:29](#)).
- **Investment Risk Clarification:** Jonathan Williams sought clarification on whether investors could incur liabilities beyond losing their initial investment if the new venture was high-risk. Tim Lander and Oliver Sowton confirmed that

since the company is a limited company, they could not foresee any way shareholders would be pursued for additional funds ([00:27:16](#)).

- **Intellectual Property and Canadian Partnership:** Chris Williams raised concerns about the IP ownership of the CIRA-built application, given the company's intent to white label it ([00:28:10](#)). Mike Crompton confirmed they went to Canada to get CIRA's blessing to do this, and CIRA is open to receiving inbound revenue from other places to help fund the service they provide to Canada ([00:29:29](#)). Charlie Milton clarified that the company will be making quarterly payments to CIRA for their small contribution to the solution, but CIRA has no ability to sell outside of Canada ([00:30:46](#)).
- **Sales Strategy and Market Targeting:** Rory James-Duff questioned the sales strategy, particularly focusing on telecommunications companies (telcos) given past difficulties ([00:31:35](#)). Charlie Milton explained they are not pursuing random telcos but targeting countries where CIRA already provides DNS services, allowing them to sell additional services ([00:32:58](#)). They also have leads through existing partners who have contracts in place, enabling them to capitalise on upsell opportunities ([00:34:06](#)).
- **Funding Runway and Future Plans:** Jonathan Humphrey asked how far the proposed funding (200,000 pounds total) would go, and Mike Crompton replied it would ideally get them to close one more deal ([00:35:31](#)). Charlie Milton added that the immediate plan is to prioritize sales and marketing effort over massive development costs until another deal is secured, aiming to be lean and cautious ([00:36:55](#)). Once two or three deals are secured, they could then start scaling the business, including paying salaries ([00:38:22](#)).
- **Competitive Landscape and Product Differentiation:** Chris Williams asked about the competitive nature of the market, and Charlie Milton stated that while cyber security is highly competitive, their current position is in a niche. Although others could develop what was built for CIRA, Charlie Milton believes the vision for a multi-product agent will be unique and requires a strong sales and marketing effort to succeed ([00:39:21](#)). The business profile and messaging will have to evolve away from purely a password manager, although the current product is still considered fabulous ([00:40:33](#)).
- **Investor Support and Decision Finalization:** Sam Rajaratnam confirmed the alternative of closing Forghetti and taking tax relief, but expressed appreciation for Mike Crompton and Charlie Milton involving the original investors in this new opportunity ([00:42:45](#)). Mike Crompton expressed their strong feeling that it was the right decision to keep the original investors involved, hoping for a significant return in the future ([00:44:02](#)). The

shareholders were asked for their approval of the investment plan, and they gave their assent, with Tim Lander recommending that the approval and the revised shareholders agreement be formalized in writing for good order ([00:47:39](#)).

Suggested next steps

- Mike Crompton will send the group the progression in terms of shareholding from day one to today.
- Mike Crompton and Tim Lander will make changes to and tidy up the shareholders agreement to enable Mike Crompton and Charles Milton to focus on the day job.
- Mike Crompton and Tim Lander will circulate the draft of the revised shareholders agreement and the resolution to the group for signature to rubber stamp the proposed investment plan.

You should review Gemini's notes to make sure they're accurate. [Get tips and learn how Gemini takes notes](#)

Please provide feedback about using Gemini to take notes in a [short survey](#).