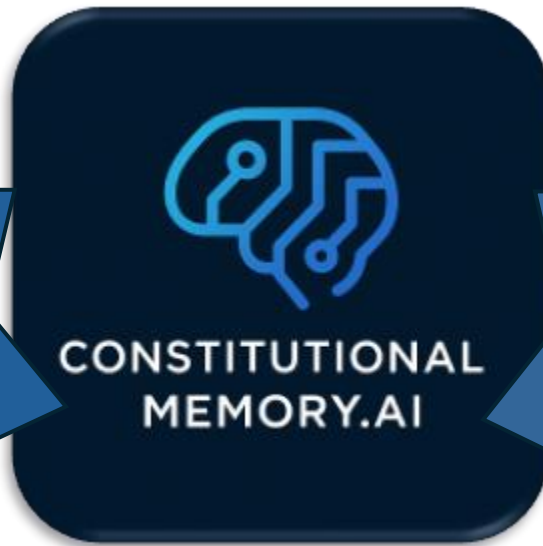




Family Directors
offered Equity as
Founder's private
Legacy

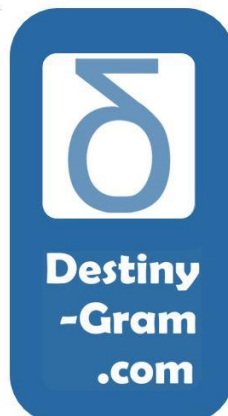
Partners to be
offered vested Equity
for Investment &
Technical co-
Development

CONSTITUTIONAL MEMORY AI



Family Partnership Registration Proposal

Independent AI
Assessment/
Verification



Founder to take
up AI-Research
Role. Interim CEO
to be appointed

CONSTITUTIONAL MEMORY LTD

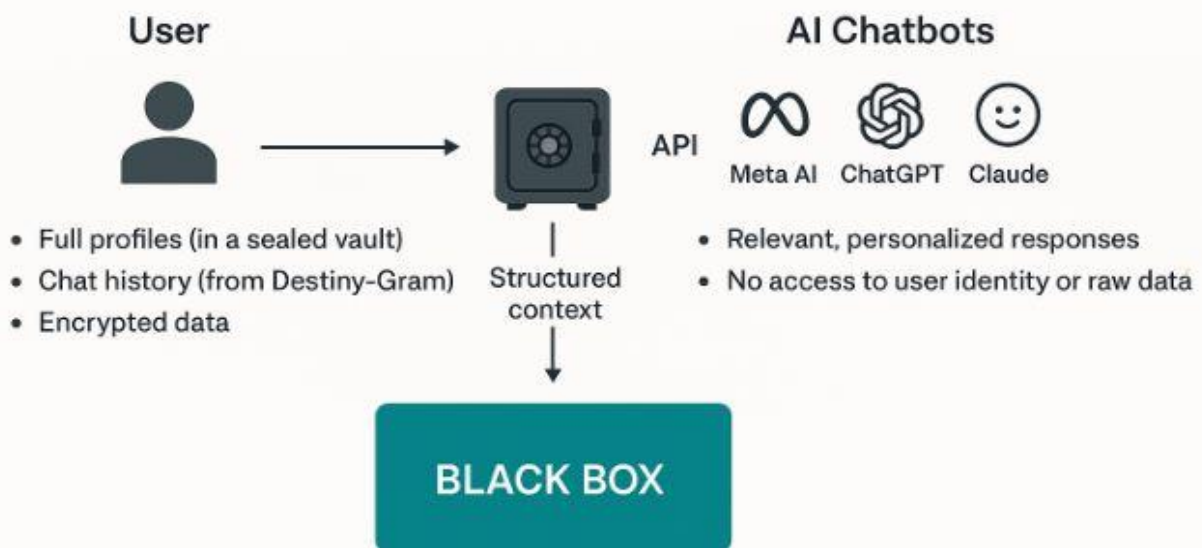
Family Partnership Registration Proposal

EXECUTIVE SUMMARY

The Product

Constitutional Memory AI's mission is to be the 'Universal Identity and Trust layer for AI chatbots and Enterprises', offering a solution to the 'memory liability' posed by AI companies and their enterprise clients holding users' personal data and information. AI companies currently 'harvest data' and use conversation history which lacks structured, comprehensive user understanding. 'Opting Out' of their data sharing/chat-history features only destroys the personalisation sought by users. Constitutional Memory AI/ Destiny-Gram creates user-controlled detailed encrypted structured personal profiles and context analysis of chat history across multiple AI-platforms for anonymised AI-chats and secure hyper-personalised responses using AI analysis and API Middleware. [Link Operational Framework](#).

Destiny-Gram's "black box" sends personal profiles and chat history anonymously to AI chatbots via APIs



[Link Data Security Issues](#)



[Link Constitutional Memory Manifesto](#)

Current Status

Despite the project's innovation merit, progress, and potential ([Link *AI's View of Potential*](#)); and the industry's need for a security solution – most investors require a demonstrable MVP, traction and defensible IP, prior to investment commitment. Other due-diligence checkbox items for the start-up include – UK/US company registration status; founders/directors UK/US domicile status; CTO experience in AI security technology.

This proposal establishes Constitutional Memory AI as a UK-registered company as a UK pivot to pursue a "UK AI Security Strategy" working with UK innovation university research partner(s)- to position Constitutional Memory AI as UK-Government validated AI safety infrastructure. ([Link *UK AISI Strategy*](#)). The Founder Greg Malpass will assign all his Destiny-Gram Intellectual Property to Constitutional Memory Ltd ; and seek secondment to a leading university as an 'Entrepreneur in Residence' to lead research into industry proposals that address the fundamental challenge in the AI age: how individuals can maintain control over their personal data while enabling meaningful AI personalization.

In parallel Constitutional Memory AI will appoint an interim President/CEO to help seek Partner(s) -Technical/ Investor who will enable development and validation of a MVP through securing Seed funding, technical input, academic pilot program partnerships, and eventual Series A funding or Strategic Corporate Partnership(s).

Market Position

- £600K+ validated AI technology ready for deployment. [Link *Code Review*](#)
- Pre-money valuation: £1.5M-£2.5M (Claude AI assessment). [Link *Pre-MVP Valuation*](#)
- Y-Combinator application pending (1-2% acceptance rate makes UK pivot strategic).

STRATEGIC IMPLEMENTATION PATHWAY

After establishment of the new company, assignment of IP, and appointment of an interim President, the "Strategic Implementation Pathway" will be undertaken in two phases:

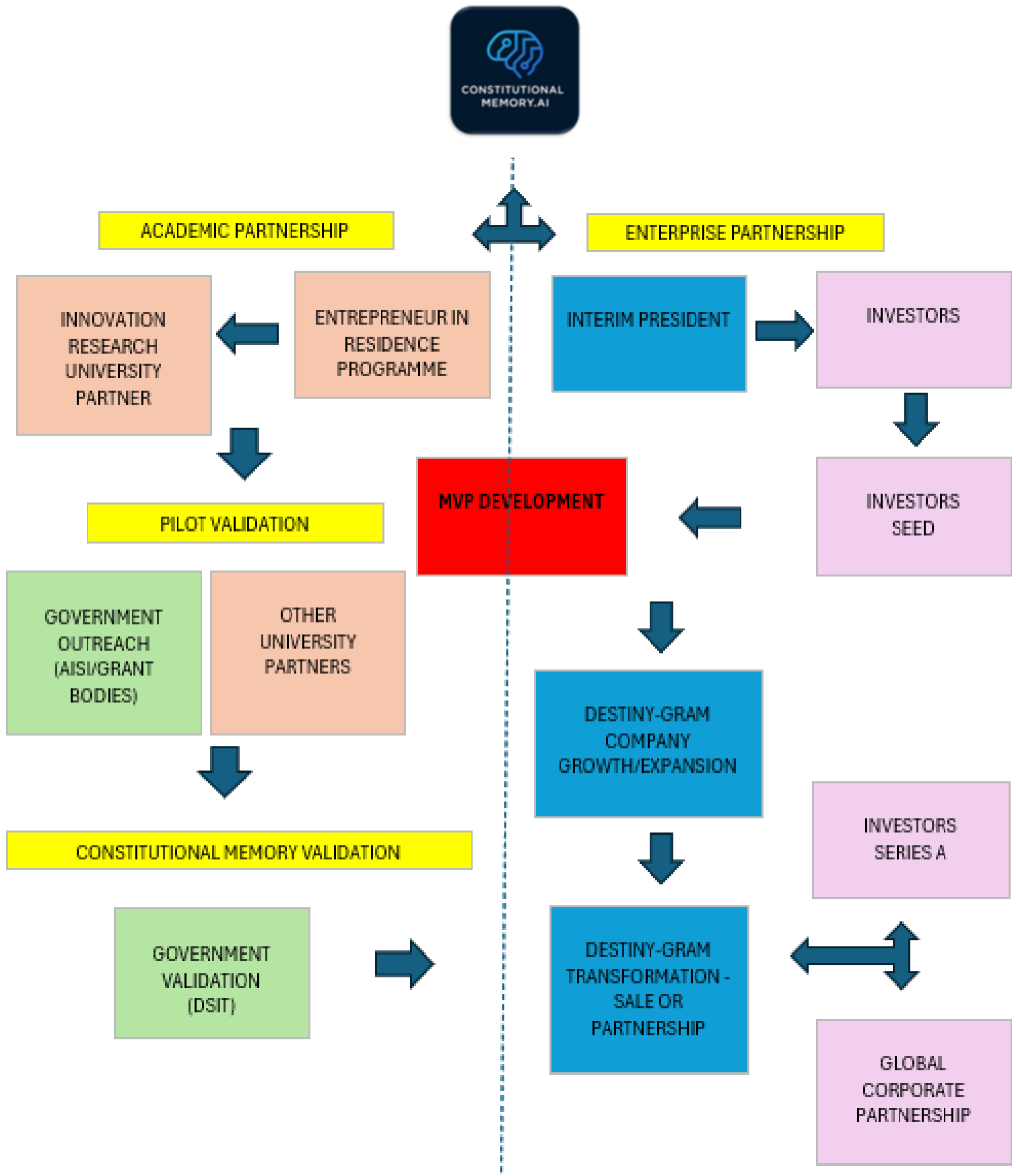
Phase 1: EIR Academic Foundation & Pilot Validation (Months 1-18)

- Secure Entrepreneur-in-Residence role at UK university (Oxford, Cambridge, Imperial, UCL, City St George, LBS, or similar) for Research Project
- After MVP development- conduct structured user testing with 500-1,000 students
- Publish preliminary research findings on 'Constitutional Memory' effectiveness
- Establish academic credibility before approaching corporate enterprise partners
- Scale university pilot to 5,000+ student users
- Demonstrate measurable improvement in AI interaction quality
- Develop case studies and usage metrics for investor presentations
- Secure letters of intent from academic partners for expanded deployment

Phase 2: Enterprise Partnership (Months 18-24)

- Secure Series A funding based on demonstrated market validation
- In parallel - approach corporate technical partners (eg. Anthropic, Microsoft, Darktrace, Faculty AI, or similar) with validated traction
- Negotiate development partnerships from position of proven capability
- Begin commercial deployment with enterprise security focus

STRATEGIC IMPLEMENTATION STRUCTURE



PROPOSED COMPANY STRUCTURE

Constitutional Memory Ltd

- **New Partner:** Executive President + 15% equity (subject to vesting agreement linked to investment introduction)
- **Gregory Malpass:** 15% equity + Chief Executive Officer
- **Subrahmanya Beladakere:** Chief Technical Officer + 15% equity (subject to vesting agreement linked in MVP development)
- **Jamie Malpass Wright:** 7.5% gifted equity + (non-executive Director)
- **Cindy Malpass:** 7.5% gifted equity (no Directorship)
- **Authorised/Unallocated:** 40% equity (Reserved shares for Innovation, Investment and Technical Partners). *Link [Reserved Equity Clause](#)*

ROLES & RESPONSIBILITIES

New Partner (15% vested equity)

- Executive President with full day-to-day strategic oversight
- Responsible for all investor relations/ business development
- Authorized signatory for UK banking

Gregory Malpass (15% equity)

- Executive Director with full day-to-day management oversight
- Non-resident UK status
- Responsible for all research, operational activities and partnerships

Subrahmanya Beladakere (15% vested equity)

- Executive Director with full day-to-day technical oversight
- Responsible for all technical development/ activities

Jamie Malpass Wright (7.5% equity)

- Non-Executive Director with limited advisory responsibilities
- No day-to-day management commitment required
- Authorized signatory for UK banking
- Future CPO/CMO potential if MVP achieves significant traction

Cindy Malpass (7.5% equity)

- No Directorship role
- Future administrative support role if MVP achieves significant traction

WHY THIS STRUCTURE WORKS

Credibility Enhancement

- Demonstrates experienced President/CEO roles plus next-generation leadership depth to investors
- UK-qualified professionals provide institutional confidence
- Family commitment signals long-term stability

Operational Efficiency

- Greg maintains founder control and vision while on EIR secondment
- New Partner and Subra equity subject to vesting allied to investment/MVP development
- New Partner adopts lead role to secure technical partner and funding for MVP
- Jamie provides family UK presence without management burden
- Structure accommodates future technical partner equity dilution

EQUITY STRUCTURE & TAX EFFICIENCY

Legacy Planning Framework

- **Greg (15%):** Protected founder stake
- **New Partner (15%):** Provides key management
- **Subra (15%):** Provides key technical input
- **Family Legacy Pool (15%):** Tax-efficient transfer of substantial value to next generation
- **Future Executive Incentive:** Family equity provides motivation for post-funding leadership roles

Reserved Equity Allocation (40%)

- Academic research partners: 5-10%
- MVP Technical development partners: 15-20%
- Series A investors: 10-15%

ACTION ITEMS

Company Formation

- Register Constitutional Memory Ltd at Companies House (£12)
- Appoint all four directors
- Shareholders Agreement
- Greg/New Partner Share sale agreement with instalments and Buyback option (15% £22,500)
- Set up virtual London office address

Banking & Legal

- New Partner/Jamie open business bank account (Barclays/HSBC)
- Establish authorized signatory arrangements
- Transfer all IP from Greg to company
- Execute shareholders' agreement defining responsibilities

UK Government Engagement / Private Partnership Development

- UK Innovation Research Universities – EIR proposals
- AISI Outreach: Official partnership inquiry as UK company
- Seek Pre-Seed Angel funding for MVP
- Innovate UK Application: Grant funding for development
- Government Validation: DSIT and related department engagement
- Technical Partnerships: Approach AI-Security specialists, Identity Tech companies, and Strategic investors

Note: EIR creates credibility and pilot traction to attract investors and eventual corporate strategic partners like Anthropic, Microsoft or Darktrace

RISK MITIGATION

Limited Liability Protection

- No personal financial liability for Jamie
- No capital investment required from family members
- Greg assumes all development and partnership risks

Flexible Exit Strategy

- Shareholders' agreement defines exit mechanisms
- Future management structure decided post-funding
- Family equity preservation through dilution controls

Minimal Commitment Required from Family Members

- Few hours monthly for Jamie as NED until funding secured
- Quarterly board meetings initially
- Strategic oversight only (not operational involvement)

FINANCIAL PROJECTIONS

Destiny-Gram Market Size Progression

Phase	Target Market	Timeline	Projected Users	Revenue Potential
Phase 1: EdTech Foundation	Students, & Universities Enterprise Clients	Years 1-3	500K-1M	£6-60M ARR
Phase 2: Professional Expansion	Young Professionals & Enterprise Clients	Years 3-6	5-20M	£600M-12B ARR
Phase 3: Platform Infrastructure	Global AI Users & Enterprise Clients	Years 6-10	25-100M+	£3-60B+ ARR

Link [AI's View of Potential](#)

Current Technical Asset Value

- Development investment: £600K-£1.05M completed
- Production-ready codebase: £400K-£800K equivalent value
- Time advantage: 30-54 weeks vs. traditional development

Funding Pathway

- Investment/Technical partner(s) investment: £1-5M+ potential
- Government grants: £25K-£2M available (Innovate UK)
- Series A timeline: 18-24 months with UK credibility
- Potential future strategic relationship/acquisition with/by Anthropic, Microsoft, Darktrace or other similar enterprise partner.

THE ASK

For Lefty:

- Accept 15% equity shareholding
- Serve as interim President until Series A/B complete or Corporate Partnership deal

For Jamie:

- Accept 7.5% equity shareholding in Constitutional Memory Ltd
- Serve as Non-Executive Director with quarterly meeting commitment
- Provide additional UK banking authorization and signatory to Lefty
- Support partnership negotiations as strategic advisors

Immediate Benefits:

- Ownership of validated AI technology company
- Potential £1-5M funding pathway established
- No operational responsibility until proven success
- Professional development in AI sector leadership

NEXT STEPS

1. **Confirm agreement in principle** from New Partner, Greg and Subra
2. **Parties initiate company registration** at Companies House
3. **Open bank account / complete legal documentation** within 10 working days
4. **Begin partnership outreach** to academic partners, technical companies, investors

CONFIRMATION OF AGREEMENT IN PRINCIPLE

New Partner

..... date .../.../....

Greg Malpass

..... date .../.../....

Subrahmanya Beladakere

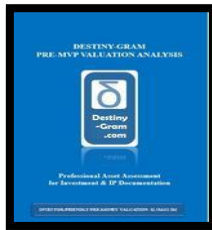
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APPENDICES

Supporting Documentation:

- 1. Claude AI Pre-MVP Valuation Analysis (£1.5M-£2.5M assessment)**
- 2. UK AI Security Strategy Paper (AISI partnership framework)**
- 3. Y-Combinator Application (Decision pending September 5th)**
- 4. Independent Technical & Strategic Assessment: (Claude AI)**
- 5. Claude 4 – Code Review**
- 6. Operational Framework**
- 7. Data Security Issues**
- 8. AI's View of Potential**
- 9. Entrepreneur in Residence Proposal**

LINKS



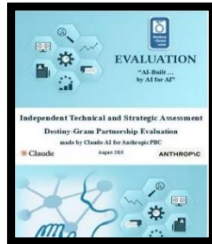
[1.Pre-MVP Valuation](#)



[2.UK AISI Strategy](#)



[3.Y-C Application](#)
(earlier August 2025 Application)



[4.Claude Assessment](#)



[5.Code Review](#)



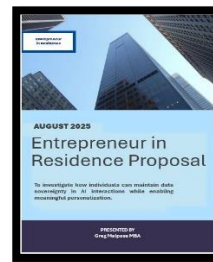
[6.Operational Framework](#)



[7.Data Security Issues](#)



[8. AI's View of Potential](#)



[9. EIR Proposal](#)

Contact Information: Gregory Malpass: +44 7850 230692 / malpass.greg@gmail.com

This proposal preserves family control while attracting institutional partners and positions Destiny-Gram for UK government backing and international expansion.