

Management Discussion and Analysis
Including
MINUTES OF THE BOARD OF DIRECTORS MEETING – Dec. 15, 2021

A special meeting of the Board of Directors of Hannover House, Inc. was held on Wednesday, December 15, 2021 telephonically at 9:30-am CST. The purpose of this meeting was to discuss comments from securities counsel with respect to a credit line opportunity for MyFlix, as well as disclosures regarding existing and anticipated transactions for which shares may be issued and must therefore be held “*in reserve*” under the company’s stock structure. The following items describe the issues addressed, and where indicated, the actions taken by the Board.

1) **REVIEW OF EXISTING AND ANTICIPATED TRANSACTIONS FOR WHICH COMPANY SHARES MAY BE ISSUED** - The Board reviewed a chart listing the existing share structure (*both “restricted” and “unrestricted” shares issued*), along with a summary of existing and anticipated transactions for which shares may be required to be issued. This chart is attached hereto as Exhibit “A.” In respect of the requirement by counsel to adjust the company’s share structure and stock treasury reserves – as a compliance requirement for the Form 10 registration – the Board agreed that the company’s stock structure should be adjusted.

2) **DISCUSSION & APPROVAL OF ADJUSTMENT (INCREASE) IN TOTAL AUTHORIZED SHARES**
In respect of the compliance requirement to reserve shares for existing and anticipated transactions for which shares may be issued, the Board of Directors agreed unanimously to revise Article four (4) of the company’s corporate by-laws as filed with the Wyoming Secretary of State to authorize an increase in total Common Stock shares to the level of one-billion-one-hundred-million (1,100,000,000). The resolution and State of Wyoming filing to adjust the company’s by-laws to accommodate this change in share structure is attached hereto as Exhibit “B.”

3) **OBO AND NOBO SHAREHOLDERS LIST** - The Board approved the action and costs to obtain the current, full and detailed Shareholder’s List (*Non-Objecting Beneficial Owners*) including the names and addresses for all shareholders of Hannover House, Inc., as recorded by Broadridge Financial Solutions, Inc. as of Dec. 15, 2021, and as part of the Form 10 compliance and representations by the company.

There being no further issues addressed at this meeting, the Board adjourned at 10:20-am.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on the Minutes of the Board of Directors Meeting of Hannover House, Inc. to be signed on its behalf by the undersigned hereunto duly authorized.

HANNOVER HOUSE, INC.
(Registrant)

Date: December 15, 2021

/s/ Eric F. Parkinson

By: ERIC F. PARKINSON

Chairman, C.E.O., President & Secretary

Exhibit “A”

Hannover House, Inc.

Chart of Existing Stock In Issue – Including ventures for which shares may be issued and are therefore being “reserved” within company’s treasury stock (as of Dec. 15, 2021)

Party	Description	Effective Date	Restricted Shares	Unrestricted Shares	Status
Morten Stisen	Eligible shares from third-party debt venture	19-Jun-20	-	2,847,582	Not Issued
Jim Durm	Eligible shares from third-party debt venture	18-Dec-20	-	6,050,000	Not Issued
Morten Stisen	Eligible shares from third-party debt venture	3-Dec-20	-	10,700,000	Not Issued
Morten Stisen	Eligible shares from third-party debt venture	6-Jul-21	-	2,115,579	Not Issued
Morten Stisen	Eligible shares from third-party debt venture	18-Aug-21	-	3,343,750	Not Issued
Nordic Food Service APS	Eligible shares from third-party debt venture	8-Jul-21	-	19,496,844	Not Issued
Lewin Irrevocable Family Trust	Consideration per Settlement Agreement	22-Dec-21	25,000,000	-	Not Issued
MyFlix Finance Partners Group	Restricted share reserve at \$.05 / ea. regarding \$4-mm MyFlix credit line conversion option	11-Jan-22	80,000,000	-	Not Issued
Reserve for S-1	Reserved shares held for S-1 Subscribers	11-Jan-22	-	45,000,000	Not Issued

SHARES TO BE ISSUED OR HELD IN RESERVE	105,000,000	89,553,755
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ADDITIONAL Q4 EXISTING ISSUANCES	32,771,550	
COLLATERAL SHARES PENDING CANCELLATION	(15,000,000)	-
EXISTING SHARES PER SEPT. 30, 2021	134,730,902	734,042,844

TOTALS FOR ISSUED & RESERVED	257,502,452	823,596,599	1,081,099,051
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Notes:

1). **Morten Stisen, Jim Durm** and **Nordic Food Service APS** are each entitled to receive unrestricted stock shares as per the above chart; however, all three parties have indicated to HHSE management that they plan to hold onto their shares as a long-term investment. HHSE management can make no representation, warranty or guarantee that these recipients of unrestricted shares will adhere to their stated plan for a long-term hold, but the company has elected to share this information in support of the policy of full disclosure to the maximum extent allowable.

2). **“MyFlix Finance Partner Group”** is a dba of an entertainment-media company that is in negotiations with HHSE regarding a \$4-mm line-of-credit for the launch of the MyFlix portal and APP. As presently structured the terms of the credit line allow for the option to convert any or all of the unpaid balance (*after 18-months*) into HHSE restricted stock shares at the established price of \$.05 / share. As this venture is still being negotiated, it is possible that some terms may be revised; however, counsel is advising HHSE to reserve the maximum number of shares that could be called upon in the event that no amount of the credit line is repaid. Previous information included about this entity has been deleted from this disclosure, due to concerns of a proprietary, public company nature. Upon final execution, HHSE will provide a separate disclosure filing detailing the terms of the venture and the parties involved, per S.E.C. and OTC Markets disclosure guidelines.

3). Collateral share certificates previously issued over seven years ago to John Herklotz and to TCA Global Master Fund are in the process of being cancelled and returned to treasury stock - due to the cancellation and conclusion (*respectively*) of the ventures for which these certificates were originally issued.

Exhibit "B"



Wyoming Secretary of State
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122 W 25th Street
Cheyenne, WY 82002-0020
Ph. 307.777.7311
Email: Business@wyo.gov

For Office Use Only

**Profit Corporation
Articles of Amendment**

1. Corporation name:

Hannover House, Inc.

2. Article number(s) is amended as follows:

**Article number(s) is not your filing ID number. Example: 2000-000123456*

The Board of Directors, under the advice of counsel and in respect of a planned registration and offering of the company's shares - both as registration and offering filings with the Securities and Exchange Commission as well as for use as "option" shares in support of a collateral package relating to a corporate credit line - has moved to increase the total maximum Authorized Common Stock Shares for the Company to one-billion-one-hundred-million (1,100,000,000). The purpose of this increase in A/S of Common Stock is to allow for shares to be held in reserve in order to conform to public company compliance issues relating to shares which could eventually be called into issue under certain default provisions of corporate funding agreements.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

4. The amendment was adopted on

(Date - mm/dd/yyyy)

5. Approval of the amendment: (Please check **only one** appropriate field to indicate the party approving the amendment.)

Shares were not issued and the board of directors or incorporators have adopted the amendment.

OR

Shares were issued and the board of directors have adopted the amendment *without shareholder approval*, in compliance with W.S. 17-16-1005.

OR

Shares were issued and the board of directors have adopted the amendment *with shareholder approval*, in compliance with W.S. 17-16-1003.

Signature: 
(May be executed by Chairman of Board, President or another of its officers.)

Date: Dec. 15, 2021

(mm/dd/yyyy)

Print Name: ERIC F. PARKINSON

Contact Person: ERIC F. PARKINSON

Title: President / C.E.O.

Daytime Phone Number: 818-481-5277

Email: Eric@HannoverHouse.com

(Email provided will receive annual report reminders and filing evidence.)

*May list multiple email addresses

Checklist

- Filing Fee: \$50.00** Make check or money order payable to Wyoming Secretary of State.
- Please submit one **originally signed** document.
- Typical processing time is 3-5 business days** following the date of receipt in our office.
- *Refer to original articles of incorporation to determine the specific article number being amended or use the next number in sequence if you are adding an article.
- Please review form prior to submitting to the Secretary of State to ensure all areas have been completed to avoid a delay in the processing time of your documents.