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20/12/2016

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COMPANIES HOUSE

**RED ADVERTISING LIMITED (Company Number 05269423)**

Written resolution of the Directors of Red Advertising Limited (the "Company") dated **Monday 28th November 2016**

**1. Declarations of interest**

- 1 1 Noted that the directors had declared an interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's Articles of Association
- 1 2 Noted that pursuant to Article 3 of the Company's Articles of Association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested

**2. Allotments**


- 2 1 Noted that the Company had raised further funds from existing shareholders, and had in addition obtained external funding
- 2 2 Noted that the Company intended to issue shares in satisfaction of outstanding loan notes, upon which the loan notes would be cancelled
- 2 3 Noted that the Company intended to change its registered company name from Red Advertising Ltd to Recrutive Software Ltd

**RESOLVED**

- 2 4 That, subject to the receipt of the relevant subscription monies from the investors, the issued share capital be increased by the issue of 90,000 Ordinary Shares
- 2 5 That, subject to the receipt of the relevant subscription monies from the investors, to allot to the applicants, in accordance with the Schedule of Investment as is attached to this written resolution for ease of reference, the shares applied for by them respectively
- 2 6 To allot to the applicants, in accordance with the Schedule of Investment as is attached to this written resolution for ease of reference, the shares applied for by them respectively
- 2 7 To prepare share certificates in respect of the shares allotted and to arrange for the share certificates to be delivered to the applicants
- 2 8 To authorise any director of the Company to do all such acts and things and agree and execute on behalf of the Company all such other documents to which the Company is a party and all other documents as may be required in order to allot the shares and generally to sign all such certificates and notices and other documents as may be required, subject in each case to such amendments as those executing the same on behalf of the Company think fit
- 2 9 To prepare and submit the notice to companies house to complete the change of the company name from Red Advertising Ltd to Recrutive Software Ltd with effect from 30th November 2016

  
Richard P Clarke  
Director

28th November 2016

  
Carla L Fern  
Director

28th November 2016

**Placement Schedule**  
**28th November 2016**

<b><u>Name</u></b>	<b><u>Paid Up</u></b>	<b><u>Shares</u></b>	<b><u>Certificate No.</u></b>
Graham Clements	1,000 00	125	ORD00433
Mark Largan	1,000 00	125	ORD00434
Andrew Painter	5,000 00	625	ORD00435
Julian Cater	100,000 00	12,500	ORD00436
Jahor Gupta	70,000 00	8,750	ORD00437
Asad Sabir	1,280 00	160	ORD00438
Caroline Turner	800 00	100	ORD00439
Tony Parson	10,000 00	1,250	ORD00440
Paolo Zaniboni	20,000 00	2,500	ORD00441
Ying Wang	20 00	2000	ORD00442
Alan Johnson	20 00	2000	ORD00443
Richard Clarke	200 00	20000	ORD00444
Alan Clarke	49 90	4990	ORD00445
Tina L Clarke	185 00	18500	ORD00446
Kathleen Clarke	50 00	5000	ORD00447
Richard Hoffman	5 00	500	ORD00448
Sebastien Sabic	0 80	80	ORD00449
Alexandre Luneau	3 20	320	ORD00450
Julian Cater	62 00	6,200	ORD00451
Jahor Gupta	39 00	3,900	ORD00452
Tony Parson	1 25	125	ORD00453
Paolo Zaniboni	2 50	250	ORD00454
<b>Grand Total</b>	<b>209,718.65</b>	<b>90000</b>	