

RECRUITIVE SOFTWARE LIMITED (Company Number 05269423)

Written resolution of the Directors of Recrutive Software Limited (the "Company") dated 29th June 2017.

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.

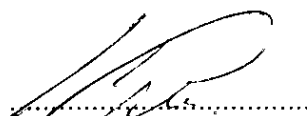
2. Allotments

- 2.1. Noted that the Company had raised further funds through 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.

RESOLVED:

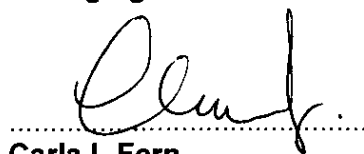
- 2.3. That, subject to the receipt of the relevant subscription monies from the investors, the issued share capital be increased by the issue of 38,125 Ordinary "A" Class Shares.
- 2.4. That, subject to the receipt of the relevant subscription monies from the investors, to allot to the applicants, in accordance with the Schedule of Investment as is attached to this written resolution for ease of reference, the shares applied for by them respectively.
- 2.5. 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 prepare share certificates in respect of the shares allotted and to arrange for the share certificates to be delivered to the applicants and submit respective returns to HMRC for EIS Scheme benefits.
- 2.7. 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.





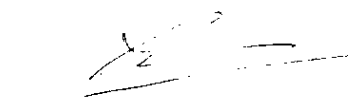
Richard P Clarke
Managing Director

29th June 2017



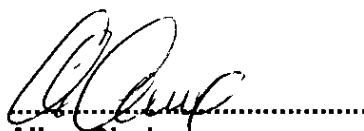
Carla L Fern
Operations Director

29th June 2017



Yinghui Wang
Non Executive Director

29th June 2017



Allan Clarke
Company Secretary

29th June 2017

2017 Placement

Placement

<u>Name</u>	<u>Investment</u>	<u>Ordinary Shares</u>	<u>Share Price</u>	<u>Certificate Number</u>
Jahor Gupta	160,000	20,000	8	ORD00455
Paolo Zaniboni	25,000	3,125	8	ORD00456
Mark Turner	15,000	1,875	8	ORD00457
Caroline Turner	5,000	625	8	ORD00458
Julian Cater	50,000	6,250	8	ORD00459
Sam West	50,000	6,250	8	ORD00460
	305,000	38,125	8	