

The Red Giraffe Solutions Limited
(Company number 10210848)

SATURDAY



A11 *AAFR3188* 23/10/2021 #88
COMPANIES HOUSE

Minutes of a meeting of the board of directors of The Red Giraffe Solutions Limited (the "Company") held at 29 Hazelwood Road, Hurst Green, Oxted, RH8 0JA on 6th October 2021 at 11:00 am.

PRESENT	NAME	POSITION
	Debra Caldow	Director
	Graham Caldow	Director

1. CHAIRMAN

It was resolved that Debra Caldow would be elected as chairman of the Company and Debra Caldow took the chair of the meeting.

2. NOTICE AND QUORUM

The chairman reported that sufficient notice of the meeting had been duly given and that a quorum was present. The chairman declared that the meeting was open.

3. DECLARATIONS OF INTEREST

Each director present at the meeting disclosed in full every direct or indirect interest in the proposed arrangements that were to be considered at the meeting which they were required to disclose by section 177 of the Companies Act 2006 and the Company's articles of association.

4. BUSINESS OF THE MEETING

The chairman reported that the business of the meeting was to consider and approve:

- (i) the circulation of written resolutions¹ to the members of the Company in order to obtain shareholder approval in connection with a proposed allotment of shares in the Company, namely (a) an ordinary resolution to authorise the directors to allot shares in the Company up to an aggregate nominal amount of £200.00 in accordance with section 551 of the Companies Act 2006; and (b) a special resolution to disapply pre-emption rights under section 561 Companies Act 2006; and
- (ii) the proposed allotment of shares as set out in the table of applications below.

5. DOCUMENTS PRODUCED TO THE MEETING

There was produced to the Meeting:

- (i) the following applications for Ordinary Shares of £ 1 each in the capital of the Company:

Name	No of shares of Of £1.00	Subscription Monies (£)	Share certificate numbers
Debra Caldow	100	100.00	3
Graham Caldow	100	100.00	4

- (ii) [forms of written resolutions of the members of the Company to enable the directors, (a) under section 551 of the Companies Act 2006 to allot shares in the Company up to an aggregate nominal amount of £200.00; and (b) allot shares pursuant to that authority as if section 561(1) of the Companies Act did not apply to the relevant allotment.

6. RESOLUTIONS

After consideration of the matters referred to in section 172(1) of the Companies Act 2006,

IT WAS RESOLVED AS FOLLOWS:

- I. to approve the written resolutions in the form produced to the meeting; and
- II. send the written resolutions to every eligible member of the Company for approval.

The meeting was then adjourned so that the written resolutions could be circulated to the members of the Company.

7. ALLOTMENT AND ISSUE OF SHARES

The meeting then reconvened whereupon the chairman reported that the written resolutions had been unanimously passed and that:

- I. the directors were duly authorised to allot shares in the Company up to an aggregate nominal amount of £200.00
- II. the directors were duly authorised to allot these shares as if the pre-emption rights under section 561 of the Companies Act 2006 did not apply;
- III. subject to the receipt by the Company of the subscription monies, the shares appearing against the name of each applicant be and are allotted to that applicant at par and credited as fully paid;
- IV. share certificates are prepared, executed and issued accordingly; and
- V. the register of members be updated accordingly.

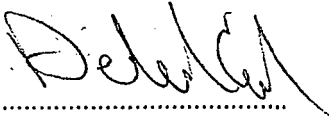
8. FILING

The chairman instructed the Company Secretary to:

- (i) file Form SH01 (Return of allotments) at Companies House within one month and make all entries in the Company's statutory books necessitated by the business of the Meeting and
- (ii) file a print of the ordinary written resolution and special resolution as described above with Companies House within 15 days.

9. CLOSE

There was no further business and therefore the chairman declared that the meeting was closed.



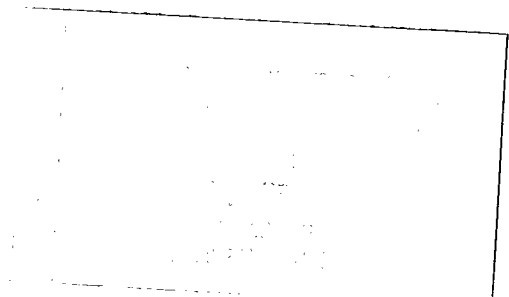
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Chairman

Shareholders' Ordinary Resolution - Authority to Allot New Shares

ORDINARY RESOLUTION

That the Directors be and they are hereby generally and unconditionally authorised under section 551 of the Companies Act 2006 to exercise all powers of the Company to allot shares or to grant rights to subscribe for or to convert any security into shares in the Company provided that:-

- (a) the aggregate of the nominal amount of such shares or the nominal amount of the shares in respect of which such securities confer the right to subscribe or convert, shall not exceed £200; and
- (b) this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



**Shareholders' Special Resolution - Disapplication of Section 561 Pre-emption
on Share Issues**

SPECIAL RESOLUTION

That the Directors be and they are hereby empowered under Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the said Act) for cash pursuant to the authority conferred by the previous resolution¹ as if sub-section (1) of Section 561 of the said Act did not apply to any such allotment

PROVIDED THAT this power shall be limited to the allotment of equity securities up to an aggregate nominal value of £200 and shall expire on the date five years after the passing of this resolution,

SAVE THAT the company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

