

COMPANY No: 02926252

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER
OF
WALBROOK CAPITAL MARKETS LIMITED
(The Company)**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following written resolutions are proposed by the Directors of the Company to be passed as Special Resolutions

Circulation date: 4 July 2017

We, the undersigned, being the sole member of the Company eligible to vote on the proposals at the time and date of their circulation, **HEREBY PASS** the following resolutions as **Special Resolutions**, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, and agree that the said resolutions shall, for all purposes, be as valid and effective as if they had been passed at the general meeting of the Company duly convened and held:-

Resolution 1 – to approve sub-division of ordinary shares of r1 in the capital of the Company into ordinary shares of 1p

IT IS HEREBY RESOLVED THAT, *in accordance with section 618 of the Companies Act 2006, three (3) issued shares of r1 each, representing all issued shares in the capital of the company for the time being, be, and hereby they are, sub-divided into 300 Ordinary shares of 1p each, AND THAT all unissued shares in the capital of the Company be, and hereby they are, subdivided into ordinary shares of 1p each, all such shares having the same rights and being subject to the same restrictions (save as to nominal value) as set out in the Company's articles of association for the time being*

Resolution 2 – to approve disapplication of the pre-emption rights under article 24.2 of the Company's articles of association, pursuant to section 571 of the Companies Act 2006

WE HEREBY CONFIRM THAT, in accordance with s.571(6) of the Companies Act 2006 a written statement from the directors of the Company explaining the reasons for recommending the proposed resolution was circulated to the sole shareholder together with the proposed written resolution.

Subject to the passing of the Resolution 1 above, **IT IS HEREBY RESOLVED**, in accordance with section 571 of the Companies Act 2006, **THAT** the existing shareholder's right of pre-emption on allotment of equity securities, as defined in Article 24.2 of the Company's articles

WEDNESDAY



A20 *A6BY8QMD* #361
02/08/2017
COMPANIES HOUSE

of association (as adopted on 21 March 2016), be disappplied in whole and that this resolution shall apply only to the proposed allotment of 30 ordinary 1p shares to ITI Group Ltd (the "Allottee") which are to be allotted and issued in three separate tranches on different dates with 10 shares to be issued per tranche.

PLEASE READ THE NOTES BELOW BEFORE SIGNIFYING YOUR AGREEMENT TO THE ABOVE RESOLUTION AND NOTE THE DEADLINE FOR DOING SO

We, the undersigned, being the sole member of the Company entitled to vote on the above resolutions at the date of its circulation, hereby irrevocably agree to the proposed resolutions:

Signed:

Date: 05/07/2017

for and on behalf of
AS Expobank (Latvia) – Sole Member

NOTES:

If you agree to the proposed resolution, please signify your agreement by signing and dating this document where indicated on page 2. Please return the signed document in hard copy to Vesna Sowden at Buzzacott LLP, 130 Wood Street, London, EC2V 6DL or in electronic form to sowdenv@buzzacott.co.uk.

This resolution may be signed in counterpart and shall be as valid as if signed on a single copy.

A member's agreement to a written resolution, once signified, may not be revoked. If you do not agree to the proposed resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.

The deadline for receiving members' agreement to the proposed resolution is 28 days beginning with the date of circulation. Please ensure that your agreement reaches us by this date.

The agreement of a member to the written resolution will be ineffective if signified after the above deadline.