

WRITTEN NOTICE OF THE AGREEMENT OF THE SOLE MEMBER OF VTB EUROPE STRATEGIC INVESTMENTS LIMITED TO THE AUDIT EXEMPTION UNDER S.479C FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

Company number 05099766

ORDINARY RESOLUTION OF

VTB EUROPE STRATEGIC INVESTMENTS LIMITED (Company)

Passed on 8 December 2020

The following resolution was duly passed as an ordinary resolution on 8 December 2020 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

ORDINARY RESOLUTION

That VTB Capital plc (registered number 159752), as the sole member and parent undertaking of VTB Europe Strategic Investments Limited (registered number 05099766) hereby approves:

- (a) the exemption from audit pursuant to s.479A to 479C inclusive of the Companies Act 2006 ("CA 2006") in respect of the Company as its wholly owned subsidiary undertaking, for the financial year ending 31 December 2019; and
- (b) the giving of a guarantee pursuant to s.479C CA 2006 by VTB Capital plc in respect of the Company, for the financial year ended 31 December 2019 and the entry into and execution of any other ancillary or related documents by the Company or by it as member, that may be required in connection with the audit exemption pursuant to s.479A to 479C CA 2006.

Signed.....

R Munger
Company secretary

VTB CAPITAL PLC

SOLE MEMBER OF THE COMPANY



Statement of Guarantee pursuant to s. 479C Companies Act 2006

This statement of guarantee under section 479C of the Companies Act 2006 is made by deed and given by:

VTB Capital plc, a company incorporated in England and Wales with registered number 159752, as the sole member and parent undertaking of VTB Europe Strategic Investments Limited (the "Guarantor")

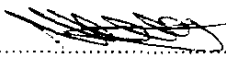
in respect of:

VTB Europe Strategic Investments Limited a company incorporated in England and Wales with registered number 05099766.

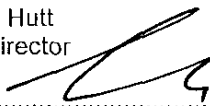
VTB Capital plc hereby agrees to enter into this guarantee, on the following terms:

1. Pursuant to section 479C of the Companies Act 2006, VTB Capital plc guarantees all the outstanding liabilities to which VTB Europe Strategic Investments Limited is subject at the end of the financial year 31 December 2019 (the "Liabilities") until they are satisfied in full.
2. This guarantee is enforceable against VTB Capital plc by any person to whom VTB Europe Strategic Investments Limited is liable in respect of those Liabilities.
3. This statement of guarantee shall be governed by English law.

Executed as a deed by **VTB Capital plc** acting by


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N Hutt
Director


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J Klus
Director

Dated 8 December 2020