

**BOARD OF DIRECTORS OF
NEO FINANCE, AB
RESOLUTION**

2019 June 5
Vilnius

Members of the Board of Directors of NEO Finance, AB (a Lithuanian public limited liability company incorporated and existing under the laws of the Lithuania, having its registered office at Verkių st. 25C-1, LT-08223, Vilnius, Lithuania, registered with the Register of Legal Entities of the Republic of Lithuania legal entity code 303225546, hereafter - **Company**) are:

- (a) Aiva Remeikienė;
- (b) Deividas Tumas;
- (c) Evaldas Remeikis;
- (d) Marius Navickas.

All 4 members of the Board of Directors are present. Therefore, the quorum is present and the meeting is considered to have taken place.

Independent observer Vidmantas Satkus - senior assistant of auditor from Grant Thornton Baltic, UAB is participating in the meeting as well.

Evaldas Remeikis is unanimously elected as Chairman of the Meeting;
Mantas Drakšas is unanimously elected as Secretary of the Meeting.

Members of the Board of Directors in accordance with the provisions of the Law on Companies of the Republic of Lithuania, the Civil Code of the Republic of Lithuania and the Articles of Association of the Company, decided:

1. Regarding increasing the authorized capital of the Company

Members of the Board of Directors on the basis of the Law on Companies of the Republic of Lithuania, Articles of Association of the Company and Resolution of the General Meeting of Shareholders of 2019 April 12, where the following decisions were taken:

- 1) To increase the authorized capital of the Company by issuing up to 796 178 new ordinary registered shares with a nominal value of EUR 0.44 (hereinafter - **Newly issued shares**). The minimum issue price for each Newly issued share is EUR 3.14;
- 2) If some of the Newly issued shares will not be subscribed for within the time period allocated for the subscription of the Newly issued shares at the Newly issued share issue price, the authorized capital of the Company can be increased by the sum of the nominal value of the shares subscribed for at the issue price of the Newly issued shares set by the Board of the Company. In this case, the Board of the Company is mandated to decide if the increase of the authorized capital of the Company shall be deemed completed if some of the Newly issued shares were not subscribed for, and, if so, the authorized capital of the Company must be increased by the sum of the nominal value of the shares that were subscribed for;
- 3) To mandate the Board of the Company to set the final issue (sale) price of the Newly issued shares and to draft and implement the detailed terms and procedure for the

subscription, payment and distribution of the Newly issued shares, in accordance with the decision of the General Meeting of Shareholders of the Company and the legislation in effect;

- 4) To revoke the pre-emptive right of all the shareholders of the Company to acquire the Newly issued shares of the Company, based on the fact that the attraction of new investments into the Company are sought and the intent to publicly offer the Newly issued shares;
- 5) To mandate the Board of the Company to set the final terms of public offering of the Newly issued shares of the Company, including, but not limited to, the final issue (sale) price of the Newly issued shares and the final number of the Newly issued shares.

and taking into account that:

During initial public offering of the shares, shares subscription agreements for 192 907 ordinary registered uncertificated shares with a nominal value of EUR 0.44 were concluded;

unanimously resolved:

Increase of the Company's authorized capital according to 2019 April 12 decision of the General Meeting of Shareholders of the Company shall be deemed to have taken place. The Company's authorized capital is increased by the sum of the nominal values of the subscribed shares, i.e. 84 879.08 EUR, 192 907 ordinary registered uncertificated shares with a nominal value of EUR 0.44 of each share are issued, the total nominal value of the issue is 84 879.08 EUR, the value of the share premium is 520 848.90 EUR, the price of one share is 3.14 EUR, the total value of emission is 605 727.98 EUR. After the share capital increase, the authorized capital of NEO Finance, AB will be 1 615 023.08 EUR and will be divided into 3 670 507 units of ordinary registered uncertificated shares of the Company with nominal value of EUR 0.44.

With respect to above, to amend the size of the authorized capital and number of shares of the Company in the Articles of Association.

The decision shall take effect from the moment of its adoption.

By approving the decision, the members of the Board of Directors the Company signed it on the above-mentioned date.