“RESOLUTION NO. 1
of the Extraordinary General Meeting
of GetBack S.A.,
dated March 28th
2018
to appoint Chairman of the Meeting (draft)

Section 1

The Extraordinary General Meeting of GetBack S.A. of Wroclaw appoints [● name and surname] as Chairman of the Meeting.

Section 2

This Resolution shall become effective upon its adoption.”
Re. item 4 of the agenda

“RESOLUTION NO. 2
of the Extraordinary General Meeting
of GetBack S.A.,
dated March 28th 2018
to adopt the agenda
(draft)

The Extraordinary General Meeting (“EGM”) adopts the following agenda:

1.1 Opening of the Extraordinary General Meeting.

1.2 Appointment of Chairman of the Extraordinary General Meeting.

1.3 Confirmation that the Extraordinary General Meeting has been properly convened and has the capacity to pass resolutions.

1.4 Adoption of the agenda of the Extraordinary General Meeting.

1.5 Consideration of and voting on a resolution on preparation of financial statements in accordance with the International Accounting Standards and the International Financial Reporting Standards.

1.6 Consideration of and voting on a resolution to:

(i) increase the Company’s share capital, of PLN 5,000,000 (five million złoty), by no less than PLN 0.05 (five grosz) and no more than PLN 5,999,999.95 (five million, nine hundred and ninety-nine thousand, ninety-nine grosz), by issuing no less than 1 (one) and no more than 19,999,999 (nineteen million, nine hundred and ninety-nine thousand) new Series F ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share, with the existing shareholders’ pre-emptive rights to all new Series F shares waived in full, and offer the shares through a private placement to no more than 149 investors; and

(ii) convert the new Series F shares and rights to those shares into book-entry form and seek their admission to trading on the regulated market operated by the Warsaw Stock Exchange.

1.7 Consideration of and voting on a resolution to:

(i) authorise the Management Board to increase the Company’s share capital within the authorised limit, amend the Company’s Articles of Association, waive in full the existing shareholders’ pre-emptive rights to all new shares in the authorised capital, and offer these shares through a private placement to no more than 149 investors or through open subscription in a public offering; and

(ii) convert new shares in the authorised capital into book-entry form and seek their admission to trading on the regulated market operated by the Warsaw Stock Exchange.

1.8 Consideration of and voting on a resolution to adopt the Rules of Procedure for the General
Meeting.

1.9 Closing of the Extraordinary General Meeting.

Section 2

This Resolution shall become effective upon its adoption.”
Re. item 5 of the agenda

“RESOLUTION NO. 3
of the Extraordinary General Meeting
of GetBack S.A.,
dated March 28th 2018
on preparation of financial statements in accordance with the International Accounting Standards and the International Financial Reporting Standards (draft)

Section 1
Acting pursuant to Art. 45.1b and Art. 45.1c of the Accounting Act of September 29th 1994 (Dz.U. of 2016, item 1047), the Extraordinary General Meeting of GetBack S.A. resolves that the Company’s separate financial statements shall be prepared in accordance with the International Accounting Standards (IAS) and the International Financial Reporting Standards along with related interpretations issued in the form of the European Commission’s regulations (IFRS), and that the first complete full-year financial statements to be prepared in accordance with IFRS shall be the financial statements for the financial year ended in 2018.

Section 2
This Resolution shall become effective as of its date.”
Re. item 6 of the agenda

“RESOLUTION NO. 4
of the Extraordinary General Meeting
of GetBack S.A.,
dated March 28th 2018
(draft)

to:

(i) increase the Company’s share capital, of PLN 5,000,000 (five million złoty), by no less than PLN 0.05 (five grosz) and no more than PLN 999,999.95 (nine hundred and ninety-nine thousand, nine hundred and ninety-nine złoty, ninety-five grosz), to no less than PLN 5,000,000.05 (five million złoty, five grosz) and no more than PLN 5,999,999.95 (five million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine złoty, ninety-five grosz), by issuing no less than 1 (one) and no more than 19,999,999 (nineteen million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine) new Series F ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share, with the existing shareholders’ pre-emptive rights to all new Series F shares waived in full, and offer the shares through a private placement to no more than 149 investors, and convert them into book-entry form, and

(ii) convert the new Series F shares and rights to those shares into book-entry form and seek their admission to trading on the regulated market operated by the Warsaw Stock Exchange.

Acting pursuant to Art. 430, 431.2.1, 432 and 433.2 of the Commercial Companies Code of September 15th 2000 (“Commercial Companies Code”) and Art. 30.1.6 of the Company’s Articles of Association, the Extraordinary General Meeting of the Company resolves as follows:

Section 1

1. The Company’s share capital, of PLN 5,000,000.00 (five million złoty), shall be increased by no less than PLN 0.05 (five grosz) and no more than PLN 999,999.95 (nine hundred and ninety-nine thousand, nine hundred and ninety-nine złoty, ninety-five grosz), to no less than PLN 5,000,000.05 (five million złoty, five grosz) and no more than PLN 5,999,999.95 (five million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine złoty, ninety-five grosz), by issuing no less than 1 (one) and no more than 19,999,999 (nineteen million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine) new Series F ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share (“Series F Shares”).

2. Series F Shares shall be issued and offered through a private placement within the meaning of Art. 431.2.1 of the Commercial Companies Code to no more than 149 investors to be selected by the Management Board (“Eligible Investors”).
Section 2

1. Under Art. 433.2 of the Commercial Companies Code, in the Company’s interest the existing shareholders’ pre-emptive rights to Series F Shares shall be waived in full. A written opinion of the Company’s Management Board stating reasons for the need to waive the existing shareholders’ pre-emptive rights to Series F shares and specifying the manner of setting the issue price of Series F Shares is attached as Appendix 1 hereto.

2. The Management Board shall in the first place offer Series F Shares to the Eligible Investors who, no later than on the first business day following the date of this Resolution of the Extraordinary General Meeting, demonstrate that they held at least 0.5% of the Company’s share capital on the date of this Resolution ("First Refusal Right Record Date") and express interest in acquiring such shares ("First Refusal Right to Subscribe for Series F Shares"). The number of shares subject to the First Refusal Right to Subscribe for Series F Shares shall be determined as the product of: (a) the ratio of the number of Company shares held by an Eligible Investor as at the First Refusal Right Record Date, as specified in the confirmation document, to the number of all outstanding Company Shares as at the First Refusal Right Record Date, and (b) the final number of offered Series F Shares determined by the Management Board, with the proviso that if the number of Series F Shares so determined is not an integer, it shall be rounded down to the nearest integer.

3. The above shall not prejudice the Management Board’s right to offer the remaining Series F Shares not subscribed for in the exercise of the First Refusal Right to Subscribe for Series F Shares at its discretion to other investors, with the proviso that the total number of investors to whom the new shares are offered shall not be higher than 149.

Section 3

1. The Extraordinary General Meeting hereby authorises the Management Board to take any actions related to the share capital increase referred to in this Resolution, take any steps required to offer Series F Shares through a private placement within the meaning of Art. 431.2.1 of the Commercial Companies Code, and determine the detailed terms and conditions of subscription for Series F Shares, including to:

   (a) set the issue price of Series F Shares on the terms specified herein, taking into account the result of the bookbuilding process, so as to ensure maximum proceeds from the issue of Series F Shares and a minimum discount, if any, to the market price,

   (b) set the deadline for making offers to subscribe for Series F Shares and for the Company to enter into subscription agreements concerning Series F Shares, with the proviso that the Company may enter into such subscription agreements concerning Series F Shares within 6 (six) months from the date of this Resolution;

   (c) set the number of Series F Shares to be offered to investors upon completion of the book building process.
Section 4

Series F Shares may be paid for exclusively with cash.

Section 5

1. Series F Shares shall be sought to be admitted and introduced to trading on the regulated market of the Warsaw Stock Exchange if the conditions for such admission and introduction to trading are met, without the requirement to publish a prospectus pursuant to an exemption from the requirement to prepare a prospectus under Article 5a of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of June 14th 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

2. Series F Shares and rights to these shares shall be in book-entry form within the meaning of the Act on Trading in Financial Instruments of July 29th 2005. The Management Board is hereby authorised to execute an agreement concerning registration of Series F Shares and rights to these shares – if the conditions for such registration are met – with the Central Securities Depository of Poland and to take any other actions necessary to convert them into book-entry form.

Section 6

The Management Board is hereby authorised to make a decision to abandon or suspend the performance of this Resolution or to abandon the private placement within the meaning of Art. 431.2.1 of the Commercial Companies Code.

Section 7

Series F Shares shall carry the right to dividend starting from the distribution of profit for the financial year 2018 (from January 1st 2018 to December 31st 2018), provided they are registered by the dividend record date (including that date), on a par with other Company shares. If Series F Shares are registered on a day falling after the dividend record date, they shall carry the right to distribution of profit for the financial year in which the Series F Shares are registered.

Section 8

In connection with the share capital increase through the issue of Series F Shares, the existing wording of Art. 7.1 of the Articles of Association:

"1. The Company’s share capital amounts to PLN 5,000,000 (five million zloty) and is divided into:

- 16,000,000 (sixteen million) Series A ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,

- 24,000,000 (twenty-four million) Series B ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,

- 16,000,000 (sixteen million) Series C ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,"
shall be replaced with the following wording:

“1. The Company’s share capital amounts to no less than PLN 5,000,000.05 (five million złoty, five grosz) and no more than PLN 5,999,999.95 (five million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine złoty, ninety-five grosz) and is divided into:

- 16,000,000 (sixteen million) Series A ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,
- 24,000,000 (twenty-four million) Series B ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,
- 16,000,000 (sixteen million) Series C ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,
- 24,000,000 (twenty-four million) Series D ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,
- 20,000,000 (twenty million) Series E ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share,
- no less than 1 (one) and no more than 19,999,999 (nineteen million, nine hundred and ninety-nine thousand, nine hundred and ninety-nine) Series F ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share.”

Section 9

The final amount of the subscribed share capital and wording of Art. 7.1 of the Company’s Articles of Association shall be determined, in accordance with the limits set out in this Resolution, by the Management Board acting pursuant to Art. 310 in conjunction with Art. 431.7 of the Commercial Companies Code.

Section 10

The amendment to the Company’s Articles of Association referred to in Section 8 above shall be effective as of its entry into the business register of the National Court Register.

Section 11

The Supervisory Board is hereby authorised to determine the consolidated text of the Company’s Articles of Association.”
Appendix 1

Opinion of the Management Board of GetBack S.A. stating reasons for the need to waive the pre-emptive rights and the manner of determining the issue price of Series F Shares.

Pursuant to Art. 433.2 of the Commercial Companies Code of September 15th 2000 (“Commercial Companies Code”), the Management Board of Getback S.A. of Wrocław (the “Company”) adopted this opinion on [•] 2018 in connection with the planned adoption by the Extraordinary General Meeting of a resolution to increase the Company’s share capital through the issue of Series F ordinary bearer shares (“Series F Shares”), waive in full the existing shareholders’ pre-emptive rights to all new shares, and offer the shares through a private placement to no more than 149 investors.

The Company has been rapidly expanding its operations both in Poland and abroad through purchase of debt portfolios for its own account. The increase in the Company’s share capital through the issue of Series F Shares will provide significant support for its expansion plans. Proceeds from the share issue will be used for partial refinancing of the Company’s debt and for organic growth, including acquisition of debt portfolios and units in securitisation funds in Poland and abroad. The purpose of the increase in the Company’s share capital through the issue of Series F Shares is to enable the Company to achieve its strategic objectives and facilitate further development of its business, as well as to enhance the Company’s financial stability, and consequently to encourage financial institutions to provide financing on terms that are more favourable to the Company. Raising funds from the new share issue within six months of passing the resolution by the Extraordinary General Meeting is crucial for the success of these plans, as any delay may hinder the achievement of the assumed strategic objectives. In the opinion of the Company’s Management Board, full waiver of the Company’s existing shareholders’ pre-emptive rights to all Series F Shares is justified and lies in the Company’s interest as a share issue through a private placement is the fastest and most effective way of raising funds. The increase in the Company’s share capital through the issue of Series F Shares with full waiver of the existing shareholders’ rights to these shares and the offering of Series F Shares through a private placement to no more than 149 investors selected by the Company’s Management Board will enable the Company to take prompt steps to take advantage of favourable market conditions and increase the share capital within a relatively short period, strengthening the Company’s equity at the nearest opportunity. Thanks to the increase in the Company’s share capital through the issue of Series F Shares, the Company will be able to improve its financial performance and expand its current shareholding structure with a view to boosting liquidity in Company shares on the secondary market.

Therefore, the Company’s Management Board recommends that Series F Shares be issued with the pre-emptive rights of the Company’s existing shareholders waived in full.

The issue price and final number of Series F Shares will be set by the Company’s Management Board based in particular on the price of Company shares on the regulated market of the Warsaw Stock Exchange, taking into account the result of the bookbuilding process among Eligible Investors, both Polish and foreign, as well as all circumstances relevant for the determination of the issue price and final number of Series F Shares, including in particular the conditions on capital markets during the bookbuilding process for Series F Shares, the Company’s financial condition during the subscription period, current developments at the Company, the Company’s growth prospects, as well as recommendations from the financial institutions engaged in
the offering of Series F Shares. The issue price and final number of Series F Shares will be set by the Company’s Management Board in a way that would ensure maximum proceeds from the issue of Series F Shares and a minimum discount, if any, to the market price. Considering the volatile conditions on capital markets and the length of time between the date of the Extraordinary General Meeting’s resolution and the date of setting the issue price and final number of Series F Shares, the grant of the relevant authorisation to the Company’s Management Board is justified and lies in the Company’s interest.

Taking the above into consideration, the Management Board believes that the issue of Series F Shares with the pre-emptive rights of the Company’s existing shareholders waived in full lies in the Company’s interest. Therefore, the Management Board recommends that Series F Shares be issued with the pre-emptive rights of the Company’s existing shareholders waived in full. Considering the foregoing, the Company’s Management Board recommends that the Extraordinary General Meeting should pass the resolution.

*Management Board of the Company*
Re. item 7 of the agenda

“RESOLUTION NO. 5
of the Extraordinary General Meeting of
GetBack S.A.,
dated March 28th 2018
(draft)

to:

(i) authorise the Management Board to increase the Company’s share capital within the authorised limit, amend the Company’s Articles of Association, waive in full the existing shareholders’ pre-emptive rights to all new shares in the authorised capital, and offer these shares through a private placement to no more than 149 investors or through open subscription in a public offering; and

(ii) convert new shares in the authorised capital into book-entry form and seek their admission to trading on the regulated market operated by the Warsaw Stock Exchange.

Acting pursuant to Art. 431.1, 444.1, 444.2 and 447.1 of the Commercial Companies Code of September 15th 2000 (“Commercial Companies Code”), the Extraordinary General Meeting resolves to amend the Company’s Articles of Association by adding Art. 7a reading as follows:

“Art. 7a

1. The Company’s Management Board shall be authorised to increase the Company’s share capital by way of a single capital increase or a series of capital increases by no more than PLN 2,500,000 (two million, five hundred thousand złoty), through the issue of no more than 50,000,000 (fifty million) ordinary bearer shares with a par value of PLN 0.05 (five grosz) per share (“Authorised Capital”).

2. The Management Board’s authorisation to increase the Company’s share capital within the Authorised Capital limit shall expire 12 (twelve) months after the amendment to the Company’s Articles of Association made pursuant to Resolution No. [•] of the Extraordinary General Meeting dated [•] 2018 is entered into the business register.

3. The Management Board may exercise its authorisation to increase the Company’s share capital within the Authorised Capital limit provided that the private placement referred to in Resolution No. 1 of the Extraordinary General Meeting of the Company dated [•] 2018 has been completed (i.e. subscription agreements for Series F Shares have been concluded).

4. Shares in the Authorised Capital shall be issued and offered, in accordance with the Management Board’s decision, through a private placement within the meaning of Art. 431.2.1 of the Commercial Companies Code only to selected investors (“Eligible Investors”), including DNLD Holdings S.a.r.l. (“Majority Shareholder”) and other institutional investors, as well as other investors selected by the Management Board, or through open subscription within the meaning of Art. 431.2.3 of the Commercial Companies Code.
Under Art. 433.2 of the Commercial Companies Code, in the Company’s interest the existing shareholders’ pre-emptive rights to shares issued within the limit of the Authorised Capital shall be waived in full.

5. The Management Board shall in the first place offer the shares issued within the limit of the Authorised Capital to the Eligible Investors who, no later than on the date on which the amendment to the Company’s Articles of Association made pursuant to Resolution No. [•] of the Extraordinary General Meeting dated [•] 2018 is entered into the business register, demonstrate that they held at least 0.5% of the Company’s share capital on the date of this Resolution of the Extraordinary General Meeting (“First Refusal Right Record Date”) and express interest in acquiring such shares (“First Refusal Right to Subscribe for Shares in the Authorised Capital”). The number of shares subject to the First Refusal Right to Subscribe for Shares in the Authorised Capital shall be determined as the product of: (a) the ratio of the number of Company shares held by an Eligible Investor as at the First Refusal Right Record Date, as specified in the confirmation document, to the number of all outstanding Company Shares as at the First Refusal Right Record Date, and (b) the final number of offered shares in the Authorised Capital determined by the Management Board, with the proviso that if the number of shares so determined is not an integer, it shall be rounded down to the nearest integer.

6. The above shall not prejudice the Management Board’s right to offer the remaining shares not subscribed for in the exercise of the first refusal right at its discretion to other investors.

7. The issue price for one share issued within the limit of the Authorised Capital shall be set by the Management Board (which shall not require the Supervisory Board’s approval), taking into account the result of the bookbuilding process, so as to ensure maximum proceeds from the issue and a minimum discount, if any, to the market price, and shall be equal to or higher than the issue price for one Series F Share referred to in Section 3.1a of Resolution No.1 of the Extraordinary General Meeting of the Company dated [•] 2018, which shall be set by the Management Board during the bookbuilding process for Series F Shares.

8. The Company’s Management shall be authorised to take any actions related to the share capital increase within the limit of the Authorised Capital referred to in this Resolution, take any steps required to offer shares in the Authorised Capital, and determine the detailed terms and conditions of subscription for shares in the Authorised Capital, including to:

(a) set the deadline for making offers to subscribe for shares issued within the limit of the Authorised Capital and for the Company to enter into subscription agreements concerning shares issued within the limit of the Authorised Capital;

(b) set the number of shares issued within the limit of the Authorised Capital to be offered to Eligible Investors.

10. Shares issued within the limit of the Authorised Capital may be paid for exclusively with cash.

11. Shares issued within the limit of the Authorised Capital shall be sought to be admitted and introduced to trading on the regulated market of the Warsaw Stock Exchange if the conditions for such admission and introduction to trading are met, in particular after the relevant prospectus has been approved by the Polish Financial Supervision Authority and published.
12. Shares issued within the limit of the Authorised Capital shall be in book-entry form within the meaning of the Act on Trading in Financial Instruments of July 29th 2005. The Company’s Management Board shall be authorised to execute an agreement concerning registration of shares issued within the limit of the Authorised Capital – if the conditions for such registration are met – with the Central Securities Depository of Poland and to take any other actions necessary to convert them into book-entry form.

13. Shares issued within the limit of the Authorised Capital shall carry the right to dividend starting from the distribution of profit for the financial year in which they are registered, provided they are registered by the dividend record date (including that date), on a par with other Company shares. If shares issued within the limit of the Authorised Capital are registered on a day falling after the dividend record date, they shall carry the right to distribution of profit for the following financial year in which they are registered.”

Section 2

The Supervisory Board is hereby authorised to determine the consolidated text of the Company’s Articles of Association.

Section 3

A written opinion of the Company’s Management Board stating reasons for the need to waive the existing shareholders’ pre-emptive rights to Series F shares and specifying the manner of setting the issue price of shares issued within the limit of the Authorised Capital is attached as Appendix 2 hereto.

Section 4

The amendment to the Company’s Articles of Association referred to in Section 1 above shall be effective as of its entry into the business register of the National Court Register.”
Appendix 2

Opinion of the Management Board of GetBack S.A. stating reasons for the need to waive the pre-emptive rights and the manner of determining the issue price of shares issued with the limit of the authorised share capital.

Pursuant to Art. 433.2 of the Commercial Companies Code of September 15th 2000 (“Commercial Companies Code”), the Management Board of Getback S.A. of Wrocław (the “Company”) adopted this opinion on [•] 2018 in connection with the planned adoption by the Extraordinary General Meeting of a resolution to authorise the Company’s Management Board to increase the Company’s share capital within the authorised limit (“Authorised Capital”), waive in full the existing shareholders’ pre-emptive rights to all new shares, and offer the shares, depending on the Management Board’s decision, through a private placement to no more than 149 investors (“Eligible Investors”), including DNLD Holdings S.a.r.l. (“Majority Shareholder”) and other institutional investors, as well as other investors selected by the Management Board, or through open subscription.

The Company has been rapidly expanding its operations both in Poland and abroad through purchase of debt portfolios for its own account. The increase in the Company’s share capital through the issue of shares within the Authorised Capital limit will provide significant support for its expansion plans. Proceeds from the share issue will be used for partial refinancing of the Company’s debt and for organic growth, including acquisition of debt portfolios and units in securitisation funds in Poland and abroad. The purpose of the increase in the Company’s share capital through the issue of shares within the Authorised Capital limit is to enable the Company to achieve its strategic objectives and facilitate further development of its business, as well as to enhance the Company’s financial stability, and consequently to encourage financial institutions to provide financing on terms that are more favourable to the Company. Raising funds from the new share issue is crucial for the success of the Company’s expansion plans, as any delay may hinder the achievement of its assumed strategic objectives. In the opinion of the Company’s Management Board, full waiver of the Company’s existing shareholders’ pre-emptive rights to all shares within the Authorised Capital limit is justified and lies in the Company’s interest as a share issue through a private placement is the fastest and most effective way of raising funds. The increase in the Company’s share capital through the issue of shares within the Authorised Capital limit with full waiver of the Company’s existing shareholders’ rights to these shares and the issue of shares within the Authorised Capital limits will enable the Company to take prompt steps to take advantage of favourable market conditions and increase the share capital within a relatively short period, strengthening the Company’s equity at the nearest opportunity. The increase in the Company’s share capital through the issue of shares within the Authorised Capital limit is aimed at raising additional financing for the Company and improving the Company’s financial performance.

Therefore, the Company’s Management Board recommends that shares in the Authorised Capital be issued with the pre-emptive rights of the Company’s existing shareholders waived in full.

The issue price for one share issued within the Authorised Capital limit will be set based on the market price, taking into account the result of the bookbuilding process, so as to ensure maximum proceeds from the issue and a minimum discount, if any, to the market price, and
will be equal to or higher than the issue price for one Series F Share, which will be set by the Company’s Management Board in particular based on the price of Company shares on the regulated market of the Warsaw Stock Exchange, taking into account the result of the bookbuilding process among Eligible Investors, both Polish and foreign, as well as all circumstances relevant for the determination of the issue price and final number of Series F Shares, including in particular the conditions on capital markets during the bookbuilding process for Series F Shares, the Company’s financial condition during the subscription period, current developments at the Company, the Company’s growth prospects, as well as recommendations from the financial institutions engaged in the offering of Series F Shares.

Taking the above into consideration, the Management Board believes that the issue of shares within the Authorised Capital limit with the pre-emptive rights of the Company’s existing shareholders waived in full lies in the Company’s interest. Therefore, the Management Board recommends that shares in the Authorised Capital be issued with the pre-emptive rights of the Company’s existing shareholders waived in full. Considering the foregoing, the Company’s Management Board recommends that the Extraordinary General Meeting should pass the resolution.

*Management Board of the Company*
Re. item 8 of the agenda

“RESOLUTION NO. 6
of the Extraordinary General Meeting
of GetBack S.A., dated
March 28th 2018
to approve the Rules of Procedure for the Supervisory Board
(draft)

Acting on the basis of Art. 30.1.15 of the Company’s Articles of Association, the Extraordinary General Meeting of GetBack S.A. of Wroclaw hereby approves the Rules of Procedure for the Supervisory Board adopted by the Supervisory Board’s Resolution No. 05/2018 of March 1st 2018.

Section 2.

This Resolution shall become effective upon its adoption.”
“RESOLUTION NO. 7
of the Extraordinary General Meeting
of GetBack S.A., dated
March 28th 2018
to adopt the Rules of Procedure for the General Meeting
(draft)

Section 1

Section 2.

This Resolution shall become effective upon its adoption.

Appendix 1 – Rules of Procedure for the General Meeting.”