

Appendix 2
to the Merger Plan of October 11th 2017
DRAFT RESOLUTION OF THE EXTRAORDINARY GENERAL MEETING OF
EGB INVESTMENTS S.A.

Resolution of the Extraordinary General Meeting of EGB Investments S.A.

of November [•] 2017

to merge GetBack S.A. with EGB Investments S.A. through acquisition of the latter

Section 1

Acting pursuant to Art. 506.1 of the Commercial Companies Code (“CCC”), the Extraordinary General Meeting of EGB Investments S.A. of Bydgoszcz (the “**Acquiree**”) hereby resolves to merge, pursuant to Art. 492.1.1 of the CCC, the Acquiree with the company under the name of GetBack S.A. of Wrocław (address: ul. Powstańców Śląskich nr 2-4, 53-333 Wrocław, Poland), entered in the Register of Businesses of the National Court Register kept by the District Court in Bydgoszcz, 6th Commercial Division of the National Court Register, under KRS No. 0000413997, Industry Identification Number (REGON) 021829989 and Tax Identification Number (NIP) 8992733884 (the “**Acquirer**”), by transferring to the Acquirer – as the sole shareholder of the Acquiree – all assets of the Acquiree.

Section 2

The Acquiree’s Extraordinary General Meeting resolves that the Acquirer will merge with the Acquiree in the manner set out in Art. 515.1 of the CCC, i.e. without increasing the Acquirer’s share capital and without amending the Acquirer’s Articles of Association, on the terms set out in the merger plan agreed jointly between the Management Boards of the Acquirer and the Acquiree (“**Merger Plan**”), which is attached to this Resolution.

Section 3

Since the Acquirer is the sole shareholder of the Acquiree, the merger shall be carried out pursuant to Art. 516.6 of the CCC, following a simplified procedure, with certain limitations resulting from the fact that both the Acquirer and the Acquiree are public companies.

Section 4

The Acquiree’s Extraordinary General Meeting approves the Merger Plan attached to this Resolution.

Section 5

The Acquiree’s Management Board is hereby authorised to take any steps required to complete the procedure of merging the Acquirer with the Acquiree.

This Resolution shall become effective upon its adoption, subject to Art. 493.2 of the CCC.

Appendix 1: Merger Plan