
MERGER PLAN

GetBack S.A

(the Acquirer)

and

EGB Investments S.A.

(the Acquiree)

THIS PLAN OF MERGER BY ACQUISITION (“Merger Plan”) was agreed in Warsaw on October 11th 2017 between the Management Boards of the following companies:

(1) **GetBack S.A.** of Wrocław (registered address: ul. Powstańców Śląskich 2-4, 53-333 Wrocław, Poland), entered in the Register of Businesses of the National Court Register maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, under No. KRS 0000413997, holding Industry Identification Number (REGON) 021829989 and Tax Identification Number (NIP) 8992733884 (“**Acquirer**” or “**GetBack**”)

and

(2) **EGB Investments S.A.** of Bydgoszcz (registered address: ul. Kraszewskiego 1, 85-240 Bydgoszcz, Poland), entered in the Register of Businesses of the National Court Register by the District Court in Bydgoszcz, 13th Commercial Division of the National Court Register, under KRS No. 0000065491, holding Industry Identification Number (REGON) 091280069 and Tax Identification Number (NIP) 5541025126 (“**Acquiree**” or “**EGB**”).

GetBack and EGB are hereinafter jointly referred to as “**Participating Companies**”.

WHEREAS:

- (A) The Participating Companies intend to merge their businesses so as to optimise their operations following the merger.
- (B) The Participating Companies intend to merge in accordance with Title IV, Section I (*Business combinations*), Chapter 1 (*General provisions*) and Chapter 2 (*Merger of companies*) (Art. 498 et seq., including in particular Art. 515 and Art. 516) of the Commercial Companies Code (“**CCC**”), as a result of which:
 - (a) The Acquiree will be dissolved without going into liquidation;
 - (b) All assets and liabilities of the Acquiree will pass on or be taken over by the Acquirer by way of universal succession; and
 - (c) The Acquirer will assume all rights and obligations of the Acquiree;
- (C) The Participating Companies are public companies;
- (D) The Acquirer holds 100% of the Acquiree’s share capital; and
- (E) The Merger Plan was prepared jointly by the Management Boards of the Participating Companies.

NOW, THEREFORE, THE PARTICIPATING COMPANIES AGREE AS FOLLOWS:

1. DEFINITIONS OF TERMS USED IN THE MERGER PLAN

Unless this Merger Plan provides otherwise or unless the context indicates otherwise, the following capitalised terms have the following meaning in this Merger Plan:

“**Merger Date**” means the day of entering the Merger into the register of businesses by the registry court competent for the Acquirer.

“CCC”	means the Commercial Companies Code of September 15th 2000 (Dz.U. of 2017, item 1577).
“Merger Plan”	means this plan of merger by acquisition.
“Merger”	means the merger of GetBack and EGB as described in Section 3 of this Merger Plan.
“Participating Companies”	means GetBack and EGB.
“Act on Offering”	means the Polish Act on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz.U. of 2016, item 1639, as amended).
“Acquirer” or “GetBack”	means GetBack S.A. of Wrocław (registered address: ul. Powstańców Śląskich 2-4, 53-333 Wrocław, Poland), entered in the Register of Businesses of the National Court Register maintained by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register, under KRS No. 0000413997, with Industry Identification Number (REGON) 021829989 and Tax Identification Number (NIP) 8992733884.
“Acquiree” or “EGB”	means EGB Investments S.A. of Bydgoszcz (registered address: ul. Kraszewskiego 1, 85-240 Bydgoszcz, Poland), entered in the Register of Businesses of the National Court Register by the District Court in Bydgoszcz, 13th Commercial Division of the National Court Register, under KRS No. 0000065491, with Industry Identification Number (REGON) 091280069 and Tax Identification Number (NIP) 5541025126.

2. TYPES, BUSINESS NAMES AND REGISTERED OFFICES OF PARTICIPATING COMPANIES

2.1 Acquirer

Business name:	GetBack Spółka Akcyjna
Type:	A joint-stock company, a public company within the meaning of the Act on Offering
Registered office:	Wrocław, Poland (address: ul. Powstańców Śląskich 2-4, 53-333 Wrocław)
Register:	Register of Businesses of the National Court Register, kept by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division of the National Court Register

Registration number: 0000413997
Share capital: PLN 4,000,000, paid in full

2.2 Acquiree

Business name: EGB Investments Spółka Akcyjna
Type: A joint-stock company, a public company within the meaning of the Act on Offering
Registered office: Bydgoszcz, Poland (address: Kraszewskiego 1, 85-240 Bydgoszcz)
Register: Register of Businesses of the National Court Register, kept by the District Court in Bydgoszcz, 13th Commercial Division of the National Court Register
Registration number: 0000065491
Share capital: PLN 1,305,400, paid in full

The Acquirer is the shareholder holding 100% (one hundred per cent) of the Acquiree's share capital. The Acquiree's share capital is divided into 13,054,000 (thirteen million, fifty four thousand) shares with a par value of PLN 0.10 (ten groszy) per share.

3. THE METHOD FOR MERGING THE PARTICIPATING COMPANIES

- 3.1 The merger of the Participating Companies will take place through: (i) transfer to the Acquirer, as the sole shareholder of the Acquiree, of all assets of the Acquiree by way of universal succession; and (ii) dissolution of the Acquiree without placing it into liquidation, in accordance with Art. 492.1.1 of the Commercial Companies Code ("Merger") with the application of Art. 516.6 (simplified procedure).
- 3.2 As a result of the Merger, GetBack will – in accordance with Art. 494.1 of the Commercial Companies Code – assume all rights and obligations and all assets and liabilities of EGB as of the Merger Date.
- 3.3 Considering that all shares in the Acquiree's share capital are held by the Acquirer:
- (a) pursuant to Art. 515.1 of the Commercial Companies Code, the Merger will take place without increasing the Acquirer's share capital;
 - (b) pursuant to Art. 516.5 of the Commercial Companies Code in conjunction with Art. 516.6 thereof, the Merger Plan will not be audited by an expert appointed by the registry court;
 - (c) pursuant to Art. 516.5 of the Commercial Companies Code in conjunction with Art. 516.6 thereof, the Management Boards of the Participating Companies will not prepare their reports.
- 3.4 Considering that the Participating Companies are public companies, Art. 516.1 sentence 1 of the Commercial Companies Code does not apply and pursuant to Art. 506 of the Commercial Companies Code, the Merger will be based on: (i) a resolution of the General Meeting of GetBack containing the consent of GetBack shareholders to carry out the merger in accordance with the Merger Plan, and (ii) a resolution of the General Meeting of EGB containing the consent of EGB's sole shareholder, namely GetBack, to carry out the merger in accordance with the Merger Plan.

4. RIGHTS GRANTED BY THE ACQUIRER TO THE SHAREHOLDERS OF, AND TO PERSONS HOLDING SPECIAL RIGHTS IN, THE ACQUIREE

4.1 The Acquirer does not and will not grant in connection with the Merger the rights referred to in Art. 499.1.5 of the Commercial Companies Code to the sole shareholder of the Acquiree or to any persons holding special rights in the Acquiree.

5. SPECIAL BENEFITS, IF ANY, FOR MEMBERS OF THE GOVERNING BODIES OF THE MERGING COMPANIES AND FOR OTHER PERSONS PARTICIPATING IN THE MERGER

5.1 None of the Participating Companies grants or will grant in connection with the Merger any special benefits to the members of the Acquiree's governing bodies or to the members of the Acquirer's governing bodies, or to any other persons participating in the Merger.

6. ECONOMIC RATIONALE FOR THE MERGER

6.1 The merger between the Participating Companies will result in significant synergies and optimisation through:

- 6.1.1 reduction of operating expenses, particularly administrative expenses;
- 6.1.2 corporate reorganisation and streamlining;
- 6.1.3 facilitating management and centralising business functions within a single entity;
- 6.1.4 enabling smooth re-allocation of resources without the need for additional transactions, thus improving liquidity, reducing transaction costs (e.g. bank fees), and simplifying procedures;
- 6.1.5 removing the need for the companies to charge each other with costs of joint ventures, which will reduce service costs and improve internal processes, and
- 6.1.6 promoting a single, recognisable brand.

6.2 Operating expenses would be reduced by eliminating multiple overlapping functions. The merger will reduce administrative expenses by eliminating the costs related to the Acquiree's operation as a separate entity, in particular the costs of keeping accounting records, preparing financial statements, filing tax returns, and consolidating financial data.

6.3 The merger will simplify the corporate structure, enabling more effective management and control of the Acquiree's business. It should also enhance the quality of services as management and business functions would be centralised within a single entity.

7. MISCELLANEOUS

7.1 If any provision of this Merger Plan proves to be invalid or unenforceable, it shall not affect the validity or enforceability of the remaining provisions of this Merger Plan. An invalid or unenforceable provision shall be replaced by a valid and enforceable provision that reflects as closely as possible the purpose of the original invalid or unenforceable provision. The same applies to loopholes, if any, in this Merger Plan.

7.2 Pursuant to Art. 499.2 of the CCC, the following documents are attached to this Merger Plan:

- (a) a draft resolution of the Acquirer's General Meeting on the merger of the Participating Companies;
- (b) a draft resolution of the Acquiree's General Meeting on the merger of the Participating Companies;
- (c) determination of the value of the Acquiree's assets as at September 30th 2017;
- (d) statement on the Acquiree's financial position as at September 30th 2017.

7.3 All appendices to this Merger Plan constitute its integral part.

7.4 No statement on the Acquirer's financial position is attached as the Acquirer is a public company which, pursuant to the provisions of the Act, publishes its half-year financial statements and makes them available to the shareholders.

7.5 As the Merger will be carried out pursuant to Art. 515.1 of the CCC, that is without increasing the Acquirer's share capital, and since the Merger will not give rise to any circumstances which would necessitate amending the Acquirer's Articles of Association, the Acquirer's Articles of Association will not be amended in connection with the Merger.

7.6 This Merger Plan has been drawn up in four copies, two for each Participating Company.

Signed in Warsaw, October 11th 2017.

Management Board of **Getback S.A.**

MEMBER OF THE MANAGEMENT BOARD

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Marek Patuła

MEMBER OF THE MANAGEMENT BOARD

[illegible signature]

Bożena Solska

Management Board of **EGB Investments S.A.**

PRESIDENT OF THE
MANAGEMENT BOARD

[illegible signature]

Tomasz Kuciel

VICE PRESIDENT OF THE
MANAGEMENT BOARD

[illegible signature]

Marcin Grabarz

MEMBER OF THE
MANAGEMENT BOARD

[illegible signature]

Michał Kozdrowicz