

**MyBucks S.A.**

*Société anonyme*

9, rue du Laboratoire, L-1911 Luxembourg  
R.C.S. Luxembourg: B 199.543

**NOTICE OF CONVENING TO AN EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS  
OF THE COMPANY**

The board of directors of the Company hereby gives notice that an extraordinary general meeting of shareholders of the Company will be held on 06 December 2018 at the registered office of the Company (*i.e.* 9, rue du Laboratoire, L-1911 Luxembourg), at **11:30** CET (the **EGM**), to deliberate on the following agenda:

1. Amendment of article 12 of the articles of association of the Company which shall henceforth read as follows:

*“Art. 12. Conflicts of interest. If any member of the Board has or may have any personal interest in any transaction of the Company, such member shall disclose such personal interest to the Board and shall not consider or vote on any such transaction.*

*Such transaction and such Director's interest therein shall be disclosed in a special report to the next General Meeting before any vote by the latter on any other resolution. In case of a Sole Director, it suffices that the transactions between the Company and the Director, who has such an opposing interest, be recorded in writing.*

*Where, by reason of a conflict of interests, the number of Directors required under the Articles to deliberate and vote on the matter in question is not reached, the Board can, unless otherwise provided in the articles of association, decide to defer the decision on that point to the Shareholders in General Meeting.*

*The provisions of the preceding paragraphs shall not apply where the decisions of the Board or the Sole Director relate to ordinary business transactions entered into under normal conditions.”*

2. Acknowledgement of the special report of the board of directors of the Company with respect to the increase of the authorised capital of the Company and decision to increase the authorised capital of the Company from its current amount of three million thirty-two thousand three hundred eighty-seven euro (EUR 3,032,387.-) up to seven million five hundred thousand Euro (EUR 7,500,000.-).
3. Subsequent amendment of article 6 paragraphs 2 and 5 of the articles of association of the Company which shall henceforth read as follows:

*“The Authorised Capital of the Company is seven million five hundred thousand euro (EUR 7,500,000.-). Without prejudice to the rights of the shareholders of the Company to increase the share capital in accordance with the provisions of the Company Law and these Articles, the Board is authorised, within the limits of the Authorised Capital, to increase the issued share capital of the Company with a maximum amount of seven million five hundred thousand euro (EUR 7,500,000.-).”*

*“The Board may limit or cancel the Shareholder(s)' preferential rights to subscribe for the Board Issued Shares and may issue the Board Issued Shares to such persons and at such price, which shall in no case be lower than eight euro (EUR 8) and paid up by, but not limited to, a contribution in kind, for cash, by incorporation of claims or capitalisation of reserves or in any other way as the Board may determine, subject to the Company Law.”*

Resolutions with respect to each agenda item shall be adopted by means of a two thirds favorable vote of those shareholders present or represented at the EGM. The EGM shall require a quorum of at

least fifty percent (50%) of the entire issued share capital of the Company then outstanding to be present or represented. Such resolutions will be recorded in a public notarial deed passed in the presence of a Luxembourg Public Notary.

Every share, whatever its unit value, gives the right to one vote. Fractional shares shall have no voting right.

All shareholders shall be allowed to attend the meeting, by giving proof of their identity and presentation of a share(s) certificate. Shareholders are requested to inform the Company of their intention to attend the EGM. Where a shareholder cannot attend the EGM personally it may be represented by the chairman of the meeting by granting a proxy to that person. Proxy forms and attendance registration forms are available from [www.mybucks.com](http://www.mybucks.com).

Proxies and attendance forms must be received duly completed and signed by 30 November 2018 at 18:00 CET at the latest. Proxies and attendance forms should be sent to: MyBucks S.A. [**c/o Computershare Operations Center, 80249 Munich, Germany, by fax to: +49 (0)89 30903-74675, or by e-mail to: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**]

During the meeting a conference call will be hosted. Shareholders willing to participate can register via the following link:

<https://zoom.us/meeting/register/69942d5566226d497c24e00bf0acd2b8>

The board of directors of MyBucks S.A.