

## **Announcement on Convention of the General Meeting of Shareholders of Tire Company Dębica S.A.**

Management Board of Tire Company Debica S.A. („the Company”), acting pursuant to Art. 399 §1 in conjunction with Art 4021 §1 of the Commercial Companies’ Code and §19 par. 2 in conjunction with §21 of the Company Statutes, convenes the Ordinary General Meeting of Shareholders to be held on August 25, 2019, at 10:00 a.m. in the Company’s registered seat, Dębica, (“Kosmos” Culture Community Centre at 3, Ignacego Lisa Street, in the auditorium).

### **The Management Board proposes the following agenda:**

1. Opening of the Ordinary General Meeting of Shareholders
2. Election of the Chairman of General Meeting of Shareholders
3. Statement of the correctness of the General Meeting of Shareholders convention and its capability to take resolutions.
4. Adopting the Agenda.
5. Election of the Secretary of the General Meeting of Shareholders
6. Examination and approval of the Company’s 2019 financial statement comprising balance sheet, profit and loss account, cash flow statement, supplementary information to the financial statement.
7. Examination and approval of the Management Board’s report on company operations in 2019.
8. Examination and approval of the Supervisory Board’s activity report in 2019.
9. Adoption of a resolution on profit distribution.
10. Acknowledgement of the fulfilment of duties by the Company’s Management Board members in 2019.
11. Acknowledgement of the fulfilment of duties by the Company’s Supervisory Board members in 2019.
12. Establishing the number of members sitting on the Company’s Supervisory Board.
13. Appointment of members to the Company’s Supervisory Board.
14. Adopting resolution on remuneration policy in the Company.
14. Closing of the meeting.

### **II. Precise description of procedures regulating the participation in the Ordinary General Meeting of Shareholders and exercising one’s right to vote (pursuant to Art. 402(2), subpar. 2 of the Commercial Companies Code).**

**a) shareholder’s right to demand adding certain points to the Agenda of the General Meeting of Shareholders.**

The shareholder or shareholders representing at least 1/20 of the shareholders' equity (or 1/20 of Company's shareholders' equity pursuant to Art. 401, §3 of the Commercial Companies' Code) is/are entitled to demand adding certain points to the Agenda of the General Meeting of Shareholders. A pertinent request should be filed with the Management Board not later than 21 days prior to the set date for the Ordinary General Meeting i.e. not later than by August 4, 2020 and it should contain rationale or the draft of a resolution concerning the proposed item on the agenda. The request may be filed in writing at the Company's registered office at ul. 1 Maja 1, Room 5, Debica (if the written request has been delivered to the Company by post or by courier post, then the for filing date shall be equal to the request delivery date at the address indicated above) or in an electronic version and sent using a contact form published on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: „[http://debica.com.pl/kontakt\\_wza\\_2020](http://debica.com.pl/kontakt_wza_2020).” If the request complies with legal requirements, the Company's Management Board is obliged forthwith, however, not later than 18 days prior to the set date of the Ordinary General Meeting of Shareholders i.e. by August 7, 2020, to publicly announce the modified agenda following a request of the shareholders. The announcement is made using the method proper for the General Meeting convention. Shareholders or their proxies exercising the above right are obliged to prove their identity and to confirm their authorization to take actions (in compliance with all requirements described in subpar. II, letter d) above), and additionally to prove that they are in the possession of appropriate number of shares as of the date of filing their request, through attachment to the filed request depository certificate(s) issued by the entity keeping securities account on which the Company's shares are recorded, confirming that they are Company shareholders and also that they represent at least one twentieth (1/20) of Company's share capital. In case of exercising the above rights using electronic means of communication, relevant documents shall be sent in a PDF format (or in any other format that prevents document editing, but enables the Company to read it).

The Company may take appropriate steps to identify further the shareholder(s) and their proxy/proxies contacting with the Company in such a manner and to revise their authorization to exercise such rights. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that lack of response and cooperation on the part of shareholder or their proxy during the verification will be treated as lack of possibility of verification and will represent grounds for the Management Board to refuse making a relevant announcement.

Any correspondence concerning the above matters and all draft resolutions shall be submitted in Polish or – in case of documents in a foreign language – along with a sworn translation in Polish language. The Company reserves a right to reject the requests forwarded by the shareholders using electronic means of communication other than the e-mail address specified above or if the shareholders failed to meet the requirements set forth hereinabove.

**b) The right to provide draft resolutions concerning matters put on the agenda or matters that are supposed to be added to the agenda before the General Meeting date.**

Pursuant to art 401 § 4 CCC, a shareholder or shareholders representing at least one twentieth (1/20) of the shareholders' equity may file in writing draft resolutions on the matters added to the Meeting Agenda or matters to be added to the Agenda, at Company's registered seat located at ul. 1 Maja 1, Room 5, 39-200 Debica or using means of electronic communication (using a contact form published on the Company's website at the address: "[http://debica.com.pl/kontakt\\_wza\\_2020](http://debica.com.pl/kontakt_wza_2020)") by sending draft resolutions on the matters already put on the Agenda of the General Meeting or matters to be added to the Agenda of the General Meeting. If the notification complies with law and the formal requirements set forth below, the Company publishes forthwith draft resolutions

on its corporate Web site. Shareholders or their proxies exercising the above right shall facilitate their identification and shall confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereunder), and additionally they shall prove that they have appropriate number of shares at the date of filing a draft resolution(s) by means of attaching to the filing depository certificate(s) issued by the entity keeping securities account or collective account where Company shares are registered confirming that they are Company shareholders and that they represent at least 1/20 of the Company's share capital. In case of exercising the above rights using electronic means of communication, the relevant documents shall be sent in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it).

The Company may take appropriate steps to identify further the shareholder(s) and their proxy/proxies contacting with the Company in such a manner and to revise their authorization to exercise such rights. Verification may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that lack of response and cooperation on the part of shareholder or their proxy during the verification will be treated as lack of possibility of verification and will represent grounds for the Management Board to refuse making a relevant announcement.

Any correspondence concerning the above matters and all draft resolutions shall be made in Polish or – in case of documents in a foreign language – along with a sworn translation in the Polish language. The Company reserves a right to reject the draft resolutions submitted by the shareholders using electronic means of communication in any other manner than using a contact form published on corporate website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: [http://debica.com.pl/kontakt\\_wza\\_2020](http://debica.com.pl/kontakt_wza_2020) if the requirements set forth in Section II, letter a) hereinabove have not been met.

**c) The right to submit draft resolutions concerning the items put on the General Meeting's Agenda during the course of the General Meeting.**

Each of the shareholders duly authorized to attend the General Meeting may in the course of the General Meeting submit draft resolutions concerning matters put on the General Meeting's Agenda.

**d) The manner of exercising the voting right by proxy**

A shareholder may participate in the Meeting and exercise the right to vote in person or by proxy. A proxy shall exercise all rights of a shareholder at the GMS, unless otherwise stated in the power of attorney. The proxy may grant further power of attorney if the power of attorney so provides. The proxy may represent more than one shareholder and vote differently from the shares of each shareholder. A shareholder holding shares registered on more than one securities account may appoint separate proxies to exercise rights attached to shares registered on each of the accounts. A shareholder holding shares recorded on the collective account may appoint separate proxies to exercise rights attached to shares recorded on that account. A Member of the Management Board and an employee of the Company may be a proxy at the Company's General Meeting of Shareholders. If a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company or a member of the governing bodies or an employee of a company or cooperative dependent on the Company is a proxy at the General Meeting, the power of attorney may authorize representation at only one General Meeting. The proxy is obliged to disclose to the shareholder any circumstances indicating the existence or possibility of a conflict of interest. Granting a further power of attorney is excluded. A proxy who is a member of the Management Board, member of the Supervisory Board, liquidator, employee of the Company or

member of the governing bodies or employee of a company or cooperative dependent on the Company shall vote in accordance with the instructions given by the shareholder.

**e) Lack of possibility to participate and present one's position during the General Meeting using means of electronic communication and lack of possibility to exercise one's voting rights through correspondence or using means of electronic communication.**

The Company's Articles of Association do not provide for the possibility of participation, speaking during the Meeting or voting with the use of electronic means of communication. Therefore, the Company does not provide for the use at the Meeting of forms allowing for the exercise of voting rights by correspondence. Templates of forms placed on the Company's website at [http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2020](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2020) concern only voting through proxies who are present at the Meeting.

**f) Pursuant to Article 385 § 3 of CCC, at the request of shareholders representing at least one fifth of the share capital, the Supervisory Board may be elected by the Meeting by way of voting in separate groups.**

### **III. Record Day (pursuant to Art. 402(2), subpar. 3 of CCC)**

The record day for the attendance at the General Meeting shall be August 9, 2020, (sixteen days prior to the General Meeting day).

### **IV. The right to attend the General Meeting (pursuant to Art. 402(2), subpar. 4 of CCC)**

Only persons who are shareholders of the Company on the day of registration of participation in the Meeting are entitled to participate in the Meeting, i.e. 9 August 2020. Pursuant to Article 406(3) § 6 and § 7 of the Commercial Companies Code, the Company shall determine the list of shareholders entitled to participate in the AGM on the basis of the list prepared by the entity keeping the depository for securities (i.e. Krajowy Depozyt Papierów Wartościowych S.A. in Warsaw), which is drawn up on the basis of personal certificates of the right to participate in the GMS. In connection with the above, a shareholder intending to exercise his right to participate in the GMS should also demand, not earlier than after the announcement of the GMS and not later than on August 10, 2020, the issuance of such a personal certificate from the entity maintaining the securities account or demand, in case of persons authorized by the Company's shares recorded on collective accounts, the issuance of a personal certificate of the right to participate in the GMS prepared in Polish or English from the holder of the collective account where the Company's shares are recorded.

On 20, 21, 24 August 2020 from 9:00 a.m. to 5:00 p.m. in the Company's registered seat at the address: 1 Maja 1 Street, Room 5, 39-200 Dębica, the list of shareholders entitled to participate in the Meeting will be made available for inspection. A Shareholder may request that the list of Shareholders be sent to them free of charge by e-mail, stating the address to which the list should be sent. Such request may be submitted in electronic form using the contact form available on the Company's website at the address: [http://debica.com.pl/kontakt\\_wza\\_2020](http://debica.com.pl/kontakt_wza_2020). Shareholders or their proxies submitting such a request are obliged to enable their identification and confirm their authority to act (in accordance with all the requirements described in point II(d) above).

### **V. Providing access to documentation (pursuant to Art. 402(2), subpar. 5 of the CCC)**

Persons authorized to attend the General Meetings may get access to full and complete documentation that will be presented at the General Meeting including draft resolutions at the

Company's registered office at 1 Maja 1, Room 5, 39-200 Debica or at corporate website ([www.debica.com.pl](http://www.debica.com.pl)) at the following address:

„[http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie/wza\\_2020/materialy\\_z\\_wza](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie/wza_2020/materialy_z_wza)”.

#### **VI. Corporate website (pursuant to Art. 402(2), subpar. 6 of the CCC).**

The Company will provide access to any information about the General Meeting at its corporate Website at the address: „[http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2020](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2020)”.

In the event of questions or doubts related to participation in the Meeting, please contact the Company with the help of electronic mail addresses located on the Company's website at the address: [http://debica.com.pl/kontakt\\_wza\\_2020](http://debica.com.pl/kontakt_wza_2020). Shareholders or their proxies contacting the Company should enable their identification and confirm their attachment to the activity (in accordance with all the requirements described in paragraph II(d) above). The Company may take appropriate further actions to identify the person representing the shareholder(s) contacting the Company in this way and to verify his/their right to exercise the above-mentioned rights.

Verification may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that lack of response and cooperation on the part of shareholder or their proxy during the verification will be treated as lack of possibility of verification and will represent grounds for the Management Board to refuse making a relevant announcement. The Company stipulates that attempts to contact the shareholders using means of electronic communication in a different way than through the above mentioned e-mail addresses or without meeting the requirements specified above will not be taken into account. At the same time, the Company's Management Board informs that in matters not covered by this announcement, the provisions of the Code of Commercial Companies, the Company's Articles of Association and the Regulations of the Meeting shall apply and, therefore, asks the Company's shareholders to familiarize themselves with the above regulations.

#### **VII. Information about total number of Company shares and number of votes attached to Company shares (402(3), §1, par. 2 of CCC).**

Pursuant to Art. 402(3), §1 par. 2 of the Commercial Companies' Code the Company's Management Board advises that the Company's shareholders' equity divides into 13,802,750 (in words: thirteen million eight hundred two thousand seven hundred fifty) shares with a nominal value of PLN 8.00 (in words: eight) each. All Company shares are bearer shares and are not convertible into registered shares. Each share entitles to one vote at the General Meeting.

#### **VIII. Organizational information**

Persons authorized to participate in the Meeting will be able to register and receive a voting card in the day and place of the Meeting from 9:00 a.m. to 10:00 a.m. A power of attorney to participate in the Meeting and exercise voting rights shall require the granting of a written or electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate. Granting of a power of attorney in an electronic form should be notified to the Company using the contact form available on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: [http://debica.com.pl/kontakt\\_wza\\_2020](http://debica.com.pl/kontakt_wza_2020) , no later than 24 August 2020, by 17:00 Polish time, enclosing a power of attorney document in PDF format (or any other format that does not allow editing the document, but allows it to be read by the Company)

signed by the shareholder, or - in the case of shareholders other than natural persons - by persons authorised to represent the shareholder.

In order to identify the shareholder granting the power of attorney in electronic form, the notification of granting the power of attorney in electronic form should also include the following attachments in PDF format (or any other format that does not allow for editing a document but allows it to be read by the Company and its location):

- in case of a shareholder granting a power of attorney being a natural person - scan of identity card, passport or other official document confirming the identity of the shareholder;
- in case of a shareholder granting a power of attorney other than a natural person - scan of an extract from the relevant register or other document confirming the authorisation of the natural person(s) to represent the shareholder (extract from the register indicating persons authorised to represent the shareholder on the date of issue of the power of attorney(s) and, possibly, an uninterrupted sequence of powers of attorney)

Moreover, a shareholder sending a notice of granting a power of attorney in an electronic form shall at the same time send to the Company an e-mail address and a telephone number through which the Company will be able to communicate with the shareholder and his proxy. The Company may take appropriate actions to further identify the shareholder and the proxy. Verification may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that lack of response and cooperation on the part of shareholder or their proxy during the verification will be treated as lack of possibility of verification of the authorization and will represent grounds for refusing the proxy to attend the meeting.

All correspondence in the above-mentioned matters and all documents should be submitted in Polish or - in the case of documents in a foreign language - with a sworn translation into Polish. The principles of identification of the principal shall apply accordingly to notifying the Company of the revocation of the power of attorney granted. The Company further stipulates that notices of granting or revoking a power of attorney provided by shareholders using electronic means of communication in a manner other than via the aforementioned e-mail address or without meeting the requirements specified above, will not be taken into account.

Sending the above documents by electronic means does not release the proxy from the obligation to present, when preparing the attendance list of persons authorized to participate in the General Meeting, the documents used to identify the proxy the proxy has been placed on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: [http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2020](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2020).

The proxy is not obliged to vote with the use of the above mentioned form. At the same time, the Management Board of the Company informs that if a shareholder grants a proxy along with an instruction on how to vote, the Company will not verify whether the proxies exercise the right to vote in accordance with the instructions received from the shareholders. Moreover, the Company does not impose an obligation to grant a power of attorney using electronic means of communication. The Company stipulates that a shareholder using electronic means of communication bears the sole risk associated with the use of this form.

Notwithstanding the above, in order to identify the shareholder, the Management Board reserves the right to demand from any proxy that the following be presented during the registration and preparation of the attendance list:

- in the case of a shareholder (or a shareholder granting a power of attorney) being a physical person-copy certified for conformity with the original by a notary or another entity authorised to certify for conformity with the original copies of an identity card, passport or other official document confirming the identity of the shareholder; in the case of a shareholder (or a shareholder granting a power of attorney) other than a natural person
- the original or a copy certified for conformity with the original by a notary public or another entity authorised to certify for conformity with the original by an extract from the relevant register or another document certifying the authorisation of the natural person(s) to represent the shareholder at the Meeting or to grant a power of attorney (that is, an up-to-date extract from the register indicating the persons authorised to represent the shareholder on the date of the Meeting or an extract from the register indicating the persons authorised to represent the shareholder on the date of the issue of the power of attorney(s) and, if applicable, an uninterrupted sequence of powers of attorney(s) and, if applicable, an uninterrupted sequence of copies from the register indicating the persons authorised to represent the shareholder on the date of issue of the power of attorney(s).

Moreover, in order to identify the proxies attending the Meeting, the Management Board of the Company reserves the right to perform tasks from each of them when registering and preparing the attendance list:

-in the case of an attorney being a natural person - an identity card, passport or other official document confirming the identity of the attorney; - in the case of an attorney other than a natural person

- an original or a copy certified for conformity with the original by a notary or another entity authorised to certify for conformity with the original of an extract from the relevant register or other document confirming the authorisation of the natural person(s) to represent the attorney at the Meeting (i.e. a current excerpt from the register indicating the persons authorised to represent the attorney at the Meeting on the date of the Meeting and, possibly, an uninterrupted sequence of powers of attorney).

Documents in foreign languages should be translated into Polish by a sworn translator.