

Announcement of convention of the General Meeting of Shareholders of Tire Company Debica S.A.

The Management Board of Tire Company Debica S.A. (hereinafter referred to as „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, 2020, at 10:00 a.m. in the City of Debica, (“Cosmos” Community Center of Tire Company Debica S.A. at 3, Ignacego Lisa Street, at the permanent auditorium), and proposes the following agenda:

1. Opening of the 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. Presentation of 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, Notes 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. Setting the number of members sitting on the Company’s Supervisory Board.
13. Appointment of members to the Company’s Supervisory Board.
14. Adoption of a resolution on adopting a Remuneration policy for Members of the Management Board and Supervisory Board of Firma Oponiarska Dębica S.A.
15. 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 request adding certain points to the Agenda of the General Meeting of Shareholders. A pertinent request should be submitted to the Management Board not later than 21 days prior to the scheduled date of the General Meeting i.e. not later than August 4, 2020 and it should contain rationale or the draft of a resolution concerning the proposed agenda item. The request may be submitted in writing at the Company's registered office at ul. 1 Maja 1, Room 5, 39- 200 Debica (if the written request has been delivered to the Company by post or by courier, the date of its submission shall be determined by the date of delivery to the above mentioned address) or in an electronic version and sent using a contact form published on the Company's website ([www.debica.com.pl](http://debica.com.pl)) at the address:
„ http://debica.com.pl/contact_gm_2020”.

If the request complies with the legal requirements, the Company's Management Board is obliged forthwith, however, not later than 18 days prior to the scheduled date of the General Meeting of Shareholders i.e. by August 7, 2019 announce the changes in the agenda introduced at the request of the shareholders.

The announcement is made using the method proper for the General Meeting convention. The 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 point II d) below) and additionally to prove that they are in the possession of appropriate number of shares as of the date of submitting their request, by attaching to the submitted request depository certificate(s) issued by the entity keeping securities account on which the Company's shares are recorded, confirming that they are the Company's 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, 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 further actions in order to identify the person representing the shareholder(s) contacting with the Company in such manner and to verify his/their right to exercise aforementioned rights. The verification may involve, in particular, a return question by telephone or email to the shareholder and the proxy in order to confirm the fact that the power of attorney has been granted. The Company makes a reservation that lack of reaction and cooperation of the shareholder or the proxy during the verification process will be treated as no opportunity to make a verification and will constitute the basis 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 means of electronic communication in a manner other than by means of the aforementioned e-mail address or if the shareholders do not comply with the requirements set forth hereinabove.

b) the right to provide draft resolutions concerning matters included in the agenda or matters that are supposed to be added to the agenda before the date of the Meeting.

According to art. 401 § 4 of the Commercial Companies Code the shareholder or the shareholders representing at least one twentieth (1/20) of the share capital may, before the date of the Meeting, submit in writing draft resolutions on the matters included in the agenda or matters to be included to the agenda, at Company's registered seat located at ul. 1 Maja 1, 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/contact_gm_2020")

If the notification complies with law and the formal requirements set forth below, the Company publishes forthwith draft resolutions on the Company's website. The shareholders or their proxies exercising the above right are obliged to enable their identification and confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereunder), and additionally prove that they hold appropriate number of shares at the date of submitting a draft resolution(s) by attaching 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 further actions in order to identify a person representing shareholder(s) contacting with the Company in such manner and to verify his/her right to exercise aforementioned rights. The verification may involve, in particular, a return question by telephone or email to the shareholder and the proxy in order to confirm the fact that the power of attorney has been granted. The Company makes a reservation that lack of reaction and co-operation of the shareholder or the proxy during the verification process will be treated as no opportunity to make a verification and will constitute the basis 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 the Polish language.

The Company reserves a right to reject the draft resolutions submitted by the shareholders using means of electronic communication in a manner other than a contact form published on Company's website (www.debica.com.pl) at the address: http://debica.com.pl/contact_gm_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 included in the General Meeting's Agenda during 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 included on the General Meeting's Agenda.

d) a way of exercising right to vote by a proxy

The shareholder may participate in the General Meeting and exercise the right to vote in person or by proxy. A proxy shall exercise all rights of a shareholder at the General Meeting unless otherwise is stated in the power of attorney. The proxy may grant further power of attorney if it results from the content of the power of attorney. 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) no option to participate and present one's position during the General Meeting using means of electronic communication and no option to exercise one's voting rights by correspondence or using means of electronic communication.

Pursuant to Article 406(5) § 1 zd. 2 of Commercial Companies Code there is no possibility to participate, speak during the General Meeting or vote with the use of means of electronic communication. The Regulations of the General Meeting do not allow voting by correspondence. In connection with the above, the Company does not provide at the General Meeting to use forms allowing for the exercise of voting rights by correspondence. Templates of forms published on the Company's website at http://debica.com.pl/relacje-inwestorskie/materials_gm_2020 concern only voting through proxies who will be present at the Meeting.

III. Registration Day (pursuant to Art. 402(2), subpar. 3 of the Commercial Companies Code) The registration day for the attendance in the General Meeting is August 9, 2019, (sixteen days prior to the General Meeting).

IV. The right to attend the General Meeting (pursuant to Art. 402(2), subpar. 4 of the Commercial Companies Code)

Only persons who are shareholders of the Company on the day of registration of participation in the General Meeting are entitled to participate in the General Meeting, i.e. 9 August 2020. Pursuant to Article 406(3) § 6 and § 7 of the Commercial Companies Code, the Company shall establish a list of shareholders entitled to participate in the General Meeting on the basis of a list drawn up by the entity maintaining the securities depository (i.e. the National Depository for Securities S.A. in Warsaw), which is drawn up on the basis of registered certificates confirming the right to participate in the Meeting. Therefore, a shareholder intending to exercise his/her right to participate in the Meeting should also request, no earlier than after the announcement of the convocation of the Meeting and not later than 10 August 2020, the issuance of such a personal certificate from the entity maintaining the securities account, or request, in the case of persons

entitled under the Company shares credited to the collective accounts, the issuance of a personal certificate of the right to participate in the Meeting drawn up in Polish or English, from the holder of the collective account on which 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 office at the address: 1 Maja 1 Street, Room 5, 39-200 Dębica, the list of shareholders entitled to participate in the General Meeting will be made available for inspection. A Shareholder may request that the list of Shareholders be sent to him/her free of charge by e-mail, providing 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/contact_gm_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 Commercial Companies Code)

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) at the following address:
„http://debica.com.pl/relacje-inwestorskie/materials_gm_2020”.

VI. Corporate website (pursuant to Art. 402(2), subpar. 6 of the Commercial Companies' Code).

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/materials_gm_2020”.

In the event of questions or doubts related to participation in the General Meeting, please contact the Company by means of electronic mail addresses published on the Company's website at the address: http://debica.com.pl/contact_gm_2020. Shareholders or their proxies contacting the Company should enable their identification and confirm their authorization to act (in accordance with all the requirements described in paragraph II(d) above). The Company may take appropriate further action to identify the person representing the shareholder(s) contacting the Company in this manner and to verify his/her right to exercise the above mentioned rights.

Verification may involve, in particular, a return question by telephone or e-mail to the shareholder and the proxy in order to confirm that the power of attorney has been granted. The Company makes a reservation that lack of reaction and cooperation of the shareholder or the proxy during the verification process will be treated as no opportunity to make a verification and will constitute the basis for the Management Board to refuse making a relevant announcement.

The Company makes a reservation that attempts by shareholders using means of electronic communication in a manner other than via the above-mentioned e-mail addresses or without meeting the requirements specified above will not be taken into account. At the same time, the Management Board of the Company informs that in matters not covered by this announcement, the provisions of the Commercial Companies Code, the Company's Articles of Association and the Regulations of the General Meeting apply and therefore asks the Company's shareholders to familiarize themselves with the above regulations.

VII. Information on the total number of shares in the Company and the number of votes from those shares (402(3), §1, par. 2 of the Commercial Companies' Code).

Pursuant to Art. 402(3), §1 par. 2 of the Commercial Companies Code the Company's Management Board informs that as at the date of announcement of the convocation of the General Meeting, the Company's share capital divides into 13,802,750 (in words: thirteen million eight hundred two thousand seven hundred fifty) shares with a par 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 General Meeting will be able to register and receive a voting card in the day and place of the General Meeting from 9:00 a.m. to 10:00 a.m. The power of attorney to participate in the Meeting and exercise voting rights shall be granted in writing or electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate. The 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://debica.com.pl)) at the address: http://debica.com.pl/contact_gm_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 authorized 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):

- in the 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 the 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 authorization of the natural person(s) to represent the shareholder (extract from the register indicating persons authorized 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, the shareholder sending the notice of granting the power of attorney in the electronic form shall simultaneously send to the Company the e-mail address and telephone number by which the Company will be able to communicate with the shareholder and his proxy. The Company may take appropriate further actions in order to identify the shareholder and the proxy. Verification may consist, in particular, in a return question by telephone or e-mail to the shareholder and the proxy in order to confirm that the power of attorney has been granted. The Company makes a reservation that lack of reaction and cooperation of the shareholder or the proxy during the verification process will be treated as no opportunity to make a verification and will constitute the basis for the Management Board to refuse making a relevant announcement.

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 – along with a sworn translation in the Polish language. The rules concerning identification of the principal shall apply accordingly to

notifying the Company of the revocation of the power of attorney granted. The Company further makes a reservation that notices of granting or revoking a power of attorney provided by shareholders using means of electronic 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 documents used to identify the proxy when preparing the attendance list of persons authorized to participate in the General Meeting. A template form for exercising the voting right by an proxy has been published on the Company's website (www.debica.com.pl) at the address: http://debica.com.pl/relacje-inwestorskie/materials_gm_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 voting instructions, 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 means of electronic communication. The Company makes reservation 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 natural person-copy certified for conformity with the original by a notary or another entity authorized 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 authorized to certify for conformity with the original by an extract from the relevant register or another document certifying the authorization of the natural person(s) to represent the shareholder at the General Meeting or to grant a power of attorney (that is, an up-to-date extract from the register indicating the persons authorized to represent the shareholder on the date of the General Meeting or an extract from the register indicating the persons authorized 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 authorized to represent the shareholder on the date of issue of the power of attorney(s).

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

- in the case of proxy being a natural person - an identity card, passport or other official document confirming the identity of the proxy;
- - in the case of proxy other than a natural person an original or a copy certified for conformity with the original by a notary or another entity authorized to certify for conformity with the original of an extract from the relevant register or other document confirming the authorization of the natural person(s) to represent the attorney at the Meeting (i.e. a current excerpt from the register indicating the persons authorized to represent the proxy at the Meeting on the date of the Meeting and, possibly, an uninterrupted sequence of powers of proxy).

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