

RESOLUTION

Of the Extraordinary Shareholders Meeting of Tire Company Debica S.A. (hereinafter: „the Company”) regarding amendments in Articles of Association and authorizing the management board to increase the Company's share capital as part of the authorized capital and authorize the Management Board to deprive the shareholders of the pre-emptive right in whole or in part with the consent of the Supervisory Board.

Pursuant to Art. 430.1, Art. 444, Art. 445 and Art. 447 of the Commercial Companies Code and Par. 26.1.4) of the Company's Articles of Association, it is hereby resolved as follows:

§1

The Company's Articles of Association shall be amended in such a way that after the existing § 6, § 6a shall be added, which reads as follows:

„§ 6a

1. The Management Board of the Company is entitled to increase the share capital by not more than PLN 82,816,500 (eighty-two million, eight hundred and sixteen thousand, five hundred zlotys) by way of one or several increases of the share capital within the limits specified above, through the issue of bearer shares ("authorized capital").

2. The authorization referred to in section 1 shall expire 3 years after the date of registration in the Register of Entrepreneurs of the National Court Register of the amendment to the Company's Articles of Association providing for this target capital.

3. In order for the Company's Management Board to increase the share capital within the limits of the authorized and unissued capital, it is necessary to obtain the consent of the Company's Supervisory Board for such an increase and for the Management Board to adopt a relevant resolution.

4. The Management Board of the Company is hereby authorized to determine the detailed conditions and manner of subscription of shares issued in connection with the increase of the share capital within the limits of the authorized capital, and in the event of a decision to issue shares as part of a closed or open subscription, in particular to:

- setting the dates for opening and closing the subscription of shares,

- determine the manner and conditions of placing subscription orders,

- allotment of shares, including the allotment of shares not taken up due to the exercise of pre-emptive rights.

5. The resolution of the Management Board of the Company on determining the issue price of shares issued within the limits of the authorized capital requires the consent of the Company's Supervisory Board.

6. The Management Board of the Company is authorized, with the consent of the Company's Supervisory Board, to deprive shareholders of their pre-emptive rights (in whole or in part) to shares issued as part of the share capital increase within the limits of the authorized and unissued capital.

7. In the event that the Company's Management Board, with the consent of the Supervisory Board, deprives the shareholders of their pre-emptive rights (in whole or in part) to the shares issued as part of the share capital increase within the limits of the authorized capital, the Company's Management Board shall offer the issued shares by way of private subscription within the meaning of Article 431 § 2 point 1

of the Commercial Companies Code (the "Entitled Shareholders") being the Company's authorized shareholders ("Entitled Shareholders") who are shareholders of the Company. 431 § 2 point 1 of the Commercial Companies Code to eligible shareholders ("Eligible Shareholders") who are the Company's shareholders entitled to participate in the last General Meeting of the Company before the Company's Management Board adopts a resolution on depriving shareholders of the pre-emptive rights (in whole or in part) of the shares issued under the share capital increase within the limits of the authorized capital ("Pre-emptive Right Date"). The Eligible Shareholders shall have the pre-emptive right to subscribe for the shares issued under the share capital increase within the limits of the authorized capital, in a number corresponding to the product of the ratio of the number of the Company's shares held by the Eligible Shareholder on the Pre-emptive Right Date to the number of all existing shares of the Company on the Pre-emptive Right Date.

8. When increasing the share capital within the limits of the authorized capital, the Company's Management Board may issue shares only in exchange for cash contributions..

9. The Company's Management Board may not issue shares to shareholders subscribing for shares in connection with the increase of the share capital within the framework of the authorized and unissued preference shares, nor may it grant them personal privileges.

10. Unless the provisions of law or this paragraph provide otherwise, the Management Board of the Company is authorized to decide on all matters related to the share capital increase within the limits of the authorized and unissued capital, in particular the Management Board of the Company is authorized to :

1) take all factual and legal actions aimed at admitting the shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including appropriate actions and submission of any applications, documents or notifications in order to admit the shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

2) adoption of resolutions and any other factual and legal actions regarding dematerialization of shares and conclusion of agreements with the National Depository for Securities S.A. to registration and dematerialization of shares."

§2

1. Adoption of the proposed resolution on amending the Company's Articles of Association and authorizing the Company's Management Board to increase the Company's share capital within the limits of the authorized and unissued capital is aimed at enabling quick and flexible financing of the Company in the event of such a need. The introduction of a flexible mechanism enabling the Management Board to increase the Company's share capital within the limits of the authorized and unissued capital will make it possible to adjust the size and timing of the issue to market conditions and current capital needs of the Company.

2. Authorization to increase the share capital within the limits of the authorized and unissued capital will allow the Company's Management Board for:

1) significant shortening and simplification of the process of raising funds as part of the capital increase, due to the lack of the necessity to convene and hold a General Meeting in order to increase the share capital,

2) reduction of the costs of the share capital increase,

3) the possibility of offering new issue shares at the most convenient time compared to the following the ordinary share capital increase procedure, and

4) limiting the risk of adverse changes in the capital market situation as a result of the shortening of the capital increase process.

§3

The Extraordinary General Meeting, having familiarized itself with the justification for the introduction of the authorized capital presented in § 2 and the opinion of the Company's Management Board regarding the legitimacy of increasing the share capital within the authorized capital, the manner of determining the issue price of shares, as well as the admissibility of depriving shareholders, in whole or in part, of the pre-emptive right of [●], approves the position of the Management Board and accepts it as a justification for this resolution, as required by the provisions of the Commercial Companies Code.

§4

Pursuant to Art. 430.5 of the Commercial Companies Code, the Supervisory Board is authorized to determine the consolidated text of the amended Company's Articles of Association.

§5

The resolution shall come into force on the date of its adoption, with effect from the date of entry of the amendment to the Company's Articles of Association in the Register of Entrepreneurs of the National Court Register, pursuant to Article 430 § 1 of the Commercial Companies Code.