

EXTRAORDINARY SHAREHOLDERS MEETING  
OF THE TYRE COMPANY DEBICA S.A.  
CONVENED FOR 25 JUNE 2019  
POWER OF ATTORNEY FORM

I (We), the undersigned, being the shareholder/representative of the Tire Company shareholder

Dębica SA with its registered office in Dębica (the "**Company**") declare that ..... (name and surname/ company of the shareholder) („**Shareholder**") holds ..... (number of) shares and **hereby we authorize:**

Member of the Management Board/Member of the Supervisory Board of the Company Mr. ...., holder of a passport/identity card/other official identity card with number ..... to act in accordance with the voting instructions below.

or

Mr/ Ms ....., holding a passport/identity card/other official identity card number ..... to act in accordance with the voting instructions provided below/at the discretion of the proxy.

Does the proxy have the right to grant further powers of attorney? Yes  No  **or**  
 ..... (name of entity) with seat in ..... and address to act in accordance with the voting instructions provided below / at the discretion of the proxy.\*

Does the proxy have the right to grant further powers of attorney? Yes  No

**The proxy is authorized to represent** the Shareholder at the Extraordinary General Meeting of Shareholders convened for 25 June 2019 at 14.00 in Dębica (culture Centre „Kosmos” ul. Ignacego Lisa 3 auditorium) („Extraordinary Shareholders Meeting”) in particular to participate in and speak at the Extraordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to all other activities related to the Extraordinary General Meeting.

This power of attorney covers all the shares of the Company held by the Shareholder. \*\*

**Details of the shareholder / persons authorized to represent the shareholder:**

Name and surname: .....

Company: .....

Position: .....

Address:.....

.....  
Name and surname: .....

Company: .....

Position: .....

Address:.....

.....

.....

T.C. Dębica S.A. with its place of business in Dębica, 1, 1 Maja Street, 39-200 Dębica, Poland

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National Court Register No. 0000045477 at the Regional Court in Rzeszów, XII Department of Commerce of the National Court Register

Share capital: PLN 110,422,000.00 (fully contributed). NIP PL 8720003404, REGON 850004505; BDO number: 000031373  
Members of the Management Board: Leszek Szafran – President, Ireneusz Maksymiuk, Mirosław Maziarka, Michał Mędrak.

Signature of the shareholder / persons authorized to represent the shareholder:

\_\_\_\_\_  
(signature)

\_\_\_\_\_  
(signature)

Place:.....

Place:.....

Date: .....

Date: .....

\* Delete as appropriate.

\*\* If the shareholder wants to authorize the proxy to vote only on a part of shares held by the shareholder or to vote in different ways, please indicate the number of shares from which the proxy should vote and the manner of voting in the attached voting instruction.

PLEASE NOTE THAT IN CASE OF DISCREPANCIES BETWEEN THE SHAREHOLDER DATA INDICATED IN THE POWER OF ATTORNEY AND THE DATA INCLUDED IN THE LIST OF SHAREHOLDERS DRAWN UP ON THE BASIS OF THE LIST RECEIVED FROM THE ENTITY MAINTAINING THE DEPOSITORY OF SECURITIES (S.A.). (NATIONAL DEPOSITORY FOR SECURITIES AND TRANSFERRED TO THE COMPANY IN ACCORDANCE WITH ART. 406<sup>3</sup> § 7 OF THE COMMERCIAL COMPANIES CODE, SHAREHOLDER MAY NOT BE ADMITTED TO THE ORDINARY GENERAL MEETING. PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANTING A POWER OF ATTORNEY ON THE ABOVE FORM. IN ADDITION, THE COMPANY DOES NOT IMPOSE THE 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 RELATED TO THE USE OF THIS FORM. THE MANAGEMENT BOARD OF THE COMPANY INFORMS THAT THE SHAREHOLDERS WHO INTEND TO GRANT A POWER OF ATTORNEY TO A MEMBER OF THE MANAGEMENT BOARD OR A MEMBER OF THE SUPERVISORY BOARD OF THE COMPANY SHOULD ENCLOSE A PROPERLY COMPLETED BINDING INSTRUCTION TO VOTING BY THE RIGOR VOTING BY THE MEMBER/MEMBER OF THE SUPERVISORY COUNCIL (i) IN WITH THE PROVIDED BRIANCE VOTES (ii) BY THE MANAGEMENT BOARD, (ii) BY THE PROJECTS RESOLUTIONS OF THE COMPANIES APPROVED BY THE AGREEMENT'S ACTIVITIES WHICH DOES NOT INTENDENTLY AMEND THE RESOLUTIONS APPROVED BY THE MANAGEMENT, AND THE OBJECTIVITY OF THE RESOLUTIONS BY THE MANAGEMENT APPROVED BY THE MANAGEMENT. AGAINST DRAFT RESOLUTIONS PROPOSED BY SHAREHOLDERS OF THE COMPANY WHICH ARE CONTRARY TO DRAFT

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**RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD OR WHICH MAKE IT IMPOSSIBLE TO ACHIEVE THE OBJECTIVE OF RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD.**

**IMPORTANT:**

Appointment of a proxy - explanations:

On the basis of this form, the Shareholder may appoint as a proxy (i) a Member of the Management Board or Supervisory Board of the Company or (ii) a natural person indicated by him or her or (iii)

an entity other than a natural person indicated by him or her.

In order to appoint a proxy, the "X" mark should be placed next to a person whom the Shareholder intends to appoint a proxy. If the persons indicated in points (ii) or (iii) are appointed as proxies of the persons indicated in points (ii) or (iii), the data identifying the proxy should also be inserted.

The Shareholder shall be entitled to appoint more than one proxy or to authorize one proxy to vote only from a part of the Company's shares held by the Shareholder. In both cases, the Shareholder is obliged to indicate in the voting instruction the number of the Company's shares from which the given proxy is entitled to vote. If several proxies are appointed, a separate form for each proxy must be filled in.

The manner of granting the power of attorney and the principles of identification of Shareholders and their proxies were described in the announcement of convening the Ordinary General Meeting.

Explanatory notes on how to complete the instructions:

Shareholders are requested to issue instructions by inserting an "X" in the appropriate box. If the box "other" is ticked, the Shareholders are requested to specify in detail in this box the instructions concerning the exercise of voting rights by proxy in the event that other draft resolutions are submitted by the Company's Shareholders. The other column may also contain instructions concerning the Shareholder's submission of a draft resolution and other detailed instructions for the proxy.

If the Shareholder decides to vote in a different way from the shares held, the Shareholder is requested to indicate in the relevant box the number of shares from which the proxy is to vote "for", "against" or "abstain". In the absence of indication of the number of shares, it shall be deemed that the proxy is entitled to vote in the manner indicated from all shares held by the Shareholder.

Draft resolutions, the adoption of which is planned in the particular items of the agenda, constitute Attachment No. 1 to the following instruction.

Please note that the draft resolutions attached to the instruction below may differ from the draft resolutions voted on at the Extraordinary General Meeting.

For the avoidance of doubt as to the manner of voting by the proxy in such a case, we recommend specifying in the "other" section the manner of proceeding of the proxy in the above situation.

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**INSTRUCTION CONCERNING THE EXERCISE OF VOTING RIGHTS BY THE PROXY**

Extraordinary Shareholders Meeting of Tire Company Dębica Spółka Akcyjna convened for 25 June 2019, 14.00 hours in Dębica (Dom Kultury "Kosmos", ul. Ignacego Lisa 3, auditorium). Text of the drafts of the individual resolutions is attached as Attachment No. 1.

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## ELECTION OF THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING

(resolution 1)

in favour of Mr/ Ms .....

Number of shares \_\_\_\_\_

against Mr/ Ms .....

Number of shares \_\_\_\_\_

Filing an objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

At the discretion of the proxy

Number of shares \_\_\_\_\_

Others\* (\*in particular in the event of submission of draft resolutions other than in the wording indicated in Attachment No. 1):

## ADOPTION OF THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS MEETING

(resolution 2)

in favour

Number of shares \_\_\_\_\_

against

Number of shares \_\_\_\_\_

Filing an objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

At the discretion of the proxy

Number of shares \_\_\_\_\_

Others\* (\*in particular in the event of submission of draft resolutions other than in the wording indicated in Attachment No. 1):

## ELECTION OF THE SECRETARY OF THE EXTRAORDINARY GENERAL MEETING

(resolution 3)

in favour of Mr/ Ms .....

Number of shares \_\_\_\_\_

against Mr/ Ms .....

Number of shares \_\_\_\_\_

Filing an objection

Number of shares \_\_\_\_\_

Abstain

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Number of shares \_\_\_\_\_

At the discretion of the proxy

Number of shares \_\_\_\_\_

Others\* (\*in particular in the event of submission of draft resolutions other than in the wording indicated in Attachment No. 1):

**ON THE APPOINTMENT OF AN AUDITOR FOR SPECIAL MATTERS IN ORDER TO EXAMINE, AT THE COMPANY'S EXPENSE, CERTAIN MATTERS RELATING TO MANAGING THE COMPANY'S AFFAIRS**

(resolution 4)

in favour

Number of shares \_\_\_\_\_

against

Number of shares \_\_\_\_\_

Filing an objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

At the discretion of the proxy

Number of shares \_\_\_\_\_

Others\* (\*in particular in the event of submission of draft resolutions other than in the wording indicated in Attachment No. 1):

**ON THE COMPANY'S INCURRING OF THE COSTS OF CONVENING AND HOLDING**

**THE EXTRAORDINARY SHAREHOLDERS MEETING**

(resolution 5)

in favour

Number of shares \_\_\_\_\_

against

Number of shares \_\_\_\_\_

Filing an objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

At the discretion of the proxy

Number of shares \_\_\_\_\_

Others\* (\*in particular in the event of submission of draft resolutions other than in the wording indicated in Attachment No. 1):

Signature of the shareholder / persons authorized to represent the shareholder:

\_\_\_\_\_

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*(signature)*

*(signature)*

Place:.....  
Date: .....

Place:.....  
Date: .....

Attachment No. 1 to the voting rights exercise instruction - Draft Resolutions:

To item 2 of the agenda of the Extraordinary Shareholders Meeting:

“RESOLUTION No 1  
of the Extraordinary Shareholders Meeting of TC Dębica S.A.  
with its seat in Dębica of [...] concerning  
the election of the Chairman of the Extraordinary Shareholders Meeting

§ 1

Extraordinary Shareholders Meeting of TC Dębica S.A. ("Company") hereby elects Mr./Ms. [...] as the Chairman of this Extraordinary General Meeting.

§ 2

Resolution comes into force upon adoption.”

To item 4 of the agenda of the Extraordinary Shareholders Meeting:

“RESOLUTION No 2  
of the Extraordinary Shareholders Meeting of TC Dębica S.A.  
with its seat in Dębica of [...] concerning  
the adoption of the agenda of the Extraordinary General Shareholders Meeting

§ 1

Extraordinary Shareholders Meeting of TC Dębica S.A. ("Company") resolves to adopt the following agenda:

1. Opening of the Extraordinary General Meeting of the Company.
2. Election of the Chairman of the Extraordinary General Meeting of the Company.
3. Statement of the correctness of convening the Extraordinary General Meeting of the Company and its ability to adopt resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting of the Company.
5. Possible election of the Secretary of the Extraordinary General Meeting of the Company.

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6. Adopting a resolution on the election of an auditor for special matters in order to examine, at the Company's expense, specific issues related to the management of the Company's affairs.
7. Adopting a resolution on the Company incurring the costs of convening and holding the Extraordinary General Meeting of the Company.
8. Closing the debates of the Extraordinary General Meeting of the Company.

§ 2

Resolution comes into force upon adoption.”

To item 5 of the agenda of the Extraordinary Shareholders Meeting:

“RESOLUTION No 3  
of the Extraordinary Shareholders Meeting of TC Dębica S.A.  
with its seat in Dębica of [...] concerning  
the election of the Secretary of the Extraordinary Shareholders Meeting

§ 1

Extraordinary Shareholders Meeting of TC Dębica S.A. ("Company") hereby elects Mr./Ms. [...] as the Secretary of this Extraordinary General Meeting.

§ 2

Resolution comes into force upon adoption.”

To item 6 of the agenda of the Extraordinary Shareholders Meeting:

“RESOLUTION No 4  
of the Extraordinary Shareholders Meeting of TC Dębica S.A.  
with its seat in Dębica of [...] concerning  
the appointment of an auditor for special matters in order to examine, at the Company's expense, specific issues related to the management of the Company's affairs

Extraordinary Shareholders Meeting of TC Dębica S.A. ("Company" or "Dębica S.A.") resolves as follows:

§1

Designation of the auditor for special matters

1. Pursuant to the provisions of Article 84 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies

(hereinafter referred to as the "Act on Public Offering"), the Extraordinary General Meeting of the Company, at the request of the Company's shareholders:

- a. ALTER FUNDUSZ INWESTYCYJNY ZAMKNIĘTYWNY AKTYWNY AKCJI with its registered office in Warsaw, numbered in the register of investment funds: 1090,
- b. ALTER INVESTMENT FUND CLOSED by ACTIVE ALCOUNTRY OF DIDENDING COMPANIES with its registered office in Warsaw, with the number in the register of investment funds: 837,

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c. ALTER ABSOLUTNEJ STOP OF THE RETURN OF THE INVESTMENT CASTLE FUND with its registered office in Warsaw, with separate sub-funds: The Absolute Rate of Return Sub-Fund for Foreign Markets and the Absolute Rate of Return Sub-Fund for the Polish Market, with the number in the register of investment funds: 487,  
d. ALTER ABSOLUTNEJ STOP OF THE RETURN OF THE INVESTMENT FUND OF THE POLISH MARKET 2 with its registered office in Warsaw, with the number in the register of investment funds: 757,  
e. ALTERNATIVE ABSOLUTE RATE OF RETURN INVESTMENT FUND CLOSED FOREIGN MARKETS 2 with its registered office in Warsaw, with the number in the register of investment funds: 959,  
f. ALTER FUNDUSZ INWESTYCYJNY ZAMKNIĘTY AKCJI+ with its registered office in Warsaw, with the number in the register of investment funds: 946,  
g. ALTER MARKET NEUTRAL HIGH DIVIDEND FUNDUSZ INWESTYCYJNY ZAMKNIĘTY with its registered office in Warsaw, with the number in the register of investment funds: 1596,  
(hereinafter referred to jointly as "Funds")  
appoints Dr. Roman Sereżyński (PESEL: 76080404791) (hereinafter: "Statutory Auditor" or "Auditor") as the auditor for special matters, referred to in Article 84 (1) of the Act on Public Offering.

2. The Auditor meets the conditions referred to in Article 84 (2) and (3) of the Act on Public Offering.

3. The expert shall conduct the examination in accordance with the subject matter and scope specified in §2 below, within the limits of the documents referred to in § 3 Sec. 1 of this Resolution.

4. The audit shall be conducted on the basis of an agreement to be concluded between the Company and the Auditor within 14 days from the date of adoption of this resolution, on the terms and conditions set forth in the offer, a copy of which is attached to the resolution or on the basis of a legally binding decision of the Registry Court on the appointment of an auditor for special cases.

## § 2

### Subject matter and scope of the study

1. The subject and scope of the audit shall include the examination of the Company's affairs within the scope:

i. concerning the principles and model of cooperation of the Company with entities from the Goodyear Group, understood as the capital group controlled by Goodyear Tire and Rubber Company with its registered office in Akron, Ohio, USA, to which the companies belong in particular: Goodyear Dunlop Tires Operations S.A. with its registered office in Colmar-Berg, Luxembourg, Goodyear S.A. with its registered office in Colmar-Berg, Luxembourg and Goodyear Holdings S.a r.l. (hereinafter jointly referred to as the "Goodyear Group"), in particular, but not limited to, the Framework Sales Agreement of 1 February 2018 and the Framework Resale Agreement of 1 February 2018 concluded by the Company with Goodyear Dunlop Tires Operations S.A. with its registered office in

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Colmar-Berg, Luxembourg; the Technical Assistance and Licensing Agreement of 14 August 2014 concluded by the Company and Goodyear S.A. with its registered office in Colmar-Berg, Luxembourg; and the agreement on provision of services of 1 January 2006 concluded by the Company with Goodyear Dunlop Tires Operations S.A. with its registered office in Colmar-Berg, Luxembourg (hereinafter jointly referred to as "the Agreements"), including all activities of accounting importance performed by the Company under the Agreements and any agreements of executive nature with respect to these Agreements (hereinafter referred to as "the Agreements"): "Agreement (ii) relating to loan agreements between the Company and entities in the Goodyear Group entered into from 1 January 2014 to 31 December 2018 (the "Loan Agreements").

ii. The exact scope of the audit will include (i) verification of the correctness of settlement and disclosure in the separate financial statements of the Company for the financial years 2014-2018 of activities of accounting and tax significance for the Company made as a result of the conclusion of Agreements and Arrangements, (ii) verification of the correctness of settlement and disclosure in the separate financial statements of the Company for the financial years 2014-2018 of activities of accounting and tax significance for the Company made as a result of the conclusion of the Agreements and Arrangements.

2. A detailed subject matter and scope of the audit encompasses (i) verification for correctness of the financial settlement of accounts and disclosure, in individual financial statements of the Company for the fiscal years 2014 – 2018, of operations of accounting and tax significance for the Company, carried out as a result of the conclusion of the Agreements, Implementing Agreements or Loan Agreements, in light of pertinent provisions of generally applicable law binding on the Company in the audited period, including in particular tax law and accounting principles, (ii) economic rationale for the conclusion by the Company of Agreements, Implementing Agreements and Loan Agreements, in particular by way of analysing:

a. the Company's trade cooperation with the Goodyear Group and ten largest – in terms of sales volume – outside recipients of the Company in the period from 2014 to 2018 (hereinafter: the "**Outside Recipients**"), in particular by way of:

(i) an analysis of the mechanism of recognizing the Company's revenues from related entities in the meaning of the Corporate Income Tax Act of 15 February 1992 (consolidated text: Journal of Laws of 2018, item 1036, as amended); verification of documents relating to orders from entities from the Goodyear Group;

(ii) analysis of prices specified in orders from entities from the Goodyear Group; comparison of unit prices of products sold by the Company in 2014 - 2017 and in 2018; comparison of the prices of products sold to entities from the Goodyear Group with those of products sold to Outside Recipients, i.e. non-Goodyear Group entities;

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- (iii) comparison and analysis of operating costs and gross margin on sales to entities from the Goodyear Group and to Outside Recipients; verification of the cost base for products manufactured for entities from the Goodyear Group and comparison of this cost base with the cost base for products sold to Outside Recipients;
  - (iv) analysis of the Company's transfer price policy and documentation and tax consequences relating thereto;
  - (v) analysis of the Company's marketing costs in terms of potential costs related to the sale of products to the Goodyear Group member companies;
  - (vi) analysis of research and development costs as well as the Company's product manufacturing processes; verification of whether in the audited period these costs were refunded to entities from the Goodyear Group in the form of lower product prices as compared to market conditions; verification of whether there was any transfer of know-how between the Company and the Goodyear Group member companies; if so, on what conditions;
  - (vii) analysis of management costs related to the Company's operational adjustment to the Goodyear Group standards; verification of whether potential adjustment costs encumbered the Company;
  - (viii) analysis of the manufacturing plans created by the Company Management Board in terms of orders from entities from the Goodyear Group and Outside Recipients; verification of whether the declared orders cover the manufacturing plans;
  - (ix) analysis of the mechanism of recognizing revenues from Outside Recipients;
  - (x) analysis of product prices in the orders from Outside Recipients; comparison of product unit prices in 2014-2017 and 2018;
  - (xi) analysis of the methodology of calculating planned sale prices, carried out with special attention given to the determination of manufacturing cost mark-ups as well as by way of checking if differences, if any, in the mark-ups between the sale to the Goodyear Group and to Outside Recipients are justified;
- b. working capital components (inventory, trade receivables and trade debtors) and impact of the Agreements on the amount of working capital, in particular:
- (i) comparison of the average rotation of manufacturing stock levels for entities from the Goodyear Group with the manufacturing stock levels for Outside Recipients;
  - (ii) comparison of the average rotation of trade receivables from entities from the Goodyear Group with that from Outside Recipients;
  - (iii) comparison of the average rotation of trade payables to entities from the Goodyear Group with that to Outside Recipients;

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- (iv) verification of whether the Company applied mechanisms of the so-called “merchant’s credit” vis-à-vis Goodyear Group member companies.
  - c. c. mechanism of managing free funds by the Company; verification of the Company Management Board’s analysis regarding the possibilities of investing free funds in financial institutions on the market; verification of whether investing funds in entities from the Goodyear Group in the form of Loan Agreements is the most effective investment of the Company’s capital; verification of whether the security established in favour of the Company in connection with the Loan Agreements is realistic;
  - d. economic rationale and compliance with tax law regulations of the conclusion of Loan Agreements by the Company, in particular as regards the fact that Loan Agreements with an annual maturity are based on a monthly (instead of yearly) interbank interest rate, the level of the commission used and its reduction from 3 to 0.1 percentage points (with respect to the loans granted by the Company since June 2016); verification of whether the revenue from the Loan Agreements in the tax year 2017, disclosed by the Company, was not reduced as a result of the fact that they were concluded on the terms and conditions indicated in them and whether the interest rate determined in the Loan Agreements is a market interest rate;
  - e. the policy of managing the Company’s financial liquidity, i.e. the economic rationale for the Company’s incurring the costs of maintenance of credit lines and the costs of financial instruments in the form of bill discounts and foreign checks and allocating at the same time the Company’s free funds to the loans granted under the Loan Agreements;
  - f. calculation of the Company’s corporate income tax obligations for the tax years 2014 -2018, in particular:
    - (i) an analysis of the calculation of corporate income tax obligations, amount of taxable revenues and costs, and their comparison with the sales volumes and costs analysed in point a. above;
    - (ii) analysis of the level of the tax shield recognized by the Company;
  - g. content of the financial reports delivered to entities from the Goodyear Group prior to the date of their public announcement by the Company;
3. The subject matter and scope of the audit also includes an indication of economic consequences for the Company of irregularities, if any, identified in connection with the examination of circumstances indicated in Sections 1. and 2. above, in particular relating to the Company’s tax liabilities, their impact on the Company’s financial performance and shareholders’ equity, and an answer to the question whether in light of the circumstance following from the findings related to the analysis of the issues from Sections 1. and 2. it is justified to state that the Management Board, when taking actions relating to the conclusion and performance of the Agreements, Implementing Agreements and Loan Agreements - bearing in mind the principles of rational economy – was guided solely by the Company’s interests and maximization of the Company’s profits.

§3

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National Court Register No. 0000045477 at the Regional Court in Rzeszów, XII Department of Commerce of the National Court Register

Share capital: PLN 110,422,000.00 (fully contributed). NIP PL 8720003404, REGON 850004505; BDO number: 000031373  
Members of the Management Board: Leszek Szafran – President, Ireneusz Maksymiuk, Mirosław Maziarka, Michał Mędrak.

Type of documents which the Company should make available to the Auditor

"1. The Extraordinary General Meeting of the Company obligates the Company's Management Board to make available to the Auditor all documents making it possible to carry out an audit pursuant to § 2 of the Resolution, including to take all steps enabling the Auditor to carry out the audit pursuant § 2 of the Resolution, and namely to convey:

- a. Agreements and possible Implementing Agreements;
- b. Loan Agreements;
- c. complete documentation concerning the conclusion of the Agreements and possible Implementing Agreements, as well as complete documentation concerning conclusion Loan Agreements; in particular all documentation concerning the estimate of risk linked to conclusion of Agreements and possible Implementing Agreements and Loan Agreements by the Company;
- d. complete financial statements of the Company (together with opinions/reports on the audit by auditors) for fiscal years 2014 – 2018 (in the case that up to the time the Auditor carries out the audit pursuant to this resolution the Company financial statements for business year 2018 are not yet audited, then for the said period annual data will be conveyed made available to the dominant entity of the Goodyear Group for the needs of its preparing the annual consolidated financial statements);
- e. the complete corporate documentation of the Company covering the course of sessions of the Company Management Board and the Company Supervisory Board in the period from 1 January 2014 to the day this resolution is adopted or to the day the decision of the Registry Court on appointing a special-purpose auditor with regard to that resolution becomes legally final;
- f. the Company annual budgets prepared for the years 2014 – 2018, as well as all documents indicating the changes introduced into those budgets, as well as information conveyed to the Company Supervisory Board on realization of these budgets;
- g. production plans prepared by the Company Management Board concerning Company fiscal years 2014 – 2018, including documents confirming arrangements between the Company Management Board and distributors and entities from the Goodyear Group as regards preparation of the production plan (order documents, correspondence);
- h. all analyses or materials in the Company's possession concerning the market of passenger, commercial and truck tires, which present or allow for an evaluation of the Company's sale prospects in the 2014 – 2018 period, in particular to the customers independent of Goodyear Group;
- i. Company's CIT-8 corporate income tax forms for fiscal years 2014 – 2018;
- j. complete financial documentation, including source documents and accounting system data, concerning the issues being audited, including in particular invoices for purchase of raw materials and semi-finished products from Goodyear Group companies; orders for purchase of raw materials and semi-finished products submitted by The Company together with pricing terms and conditions and sales

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- invoices to External Customers and Goodyear Group companies; documents confirming the release of products from the Company's warehouse, documents confirming returns, warehouse errors;
- k. complete documentation confirming the calculations of the Company's tax obligations;
  - l. complete documentation confirming the analysis by the financial department of the possibility of investing free cash in independent entities of the financial market;
  - m. complete documentation confirming the analysis of the Company's financial liquidity carried out by the Company's financial department in terms of the legitimacy of maintaining credit lines and using financial instruments in the form of discounting bills of exchange and foreign cheques;
  - n. complete statements of the Company's turnover and balances in analytical terms for the financial years 2014 - 2018;
    - o. correspondence held by the Company between the Company's Management Board and the Supervisory Board or members of these bodies of the Company regarding organization of the meetings of the Supervisory Board as well as preparation and discussion of documents identified in art 3.1 of the resolution.
    - p. credit agreements concluded by the Company and in force in the years 2014-2018;
    - q. the Company's tax audit protocols and tax decisions issued in relation to the Company in the years 2014-2018;
    - r. interpretation of individual tax law regulations issued for the Company in the years 2014-2018, as well as such interpretations issued earlier, which were directly the basis for decisions taken by the Company in the years 2014-2018;
    - s. statement of prices applied in transactions with entities from the Goodyear Group in 2014-2017 and in 2018, as well as a list of prices applied to External Customers;
    - t. complete documentation containing the transfer pricing policy in force as part of the Company's transactions with other entities belonging to the Goodyear Group in 2014-2018
    - u. statement of marketing expenses incurred by the Company in 2014-2018, including expenses incurred by Goodyear Group companies in connection with the promotion of Goodyear Group branded products on the Polish market, including in particular those such as "Dunlop", "Fulda" and "Goodyear", as part of the distribution conducted or managed by the Company;
    - v. statement of research and development costs and technologies of production of the products by the Company in the years 2014-2018
    - w. a list of agreements concerning the transfer of organizational functions, assets or risks between the Company and the Goodyear Group Companies in years 2014-2018.
  - x. price list for products in orders from External Customers in the years 2014-2017 and in the following years 2014-2018;
  - y. reporting policy (individual ISR reporting standards, if any);

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2. Pursuant to Article 84.4.3) of the Act on Public Offering, the Extraordinary General Meeting of the Company obliges the Management Board of the Company to make documents available to the Expert no later than 14 calendar days after the date of conclusion of the agreement by the Company with the Auditor referred to in Article 1.4 of this resolution or within 28 days after the date of the legally binding decision on the appointment of an auditor for special cases is issued by the Registry Court on the application of the Funds.

3. The Extraordinary General Meeting of the Company obliges the Management Board of the Company to cooperate with the Expert, provide the Expert with the required information on an ongoing basis in order to enable the efficient conduct of the audit.

#### §4

Date of audit commencement and Report submission

1. The auditor will start work on the day following the day on which the deadline specified in § 3 section 2 above expires.

2. The auditor shall be entitled to supervise and consult with the Company the process of making available data and documents to be audited.

3. The auditor shall be obliged to perform the activities referred to in § 2.2 above in a manner that does not violate any personal rights of third parties as part of the performance of the tasks, in accordance with the provisions of this resolution. If the Expert obtains information or data constituting a trade, technical, business or organizational secret, it will be obliged to keep such information or data confidential unless the disclosure of such information or data is necessary to justify the position contained in the study or the obligation to disclose such information or data results from generally binding provisions of law.

4. The auditor is obliged to present a written report on the conducted examination to the Management Board and The Supervisory Board of the Company within 8 weeks from the date of commencement of work in accordance with paragraph 1 above.

#### §5

Entry into force of the resolution

Resolution comes into force upon its adoption”

“RESOLUTION No 5  
of the Extraordinary Shareholders Meeting of TC Dębica S.A.  
with its seat in Dębica of [...] concerning  
the Company's incurring costs of convening and holding  
the Extraordinary Shareholders Meeting of the Company

#### § 1

Pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of Shareholders of TC Dębica S.A. ("Company") decides that the costs of convening and holding this Extraordinary General Meeting shall be borne by the Company in their entirety.

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§2  
Resolution comes into force upon its adoption”