

**EXTRAORDINARY GENERAL MEETING
OF TIRE COMPANY DĘBICA S.A.
CONVENED FOR THE DAY OF SEPTEMBER 25, 2018
PROXY FORM**

I (We), signed hereinbelow, being a shareholder / representative of a shareholder of Tire Company Dębica S.A. with its registered seat in Dębica ("the Company") declare that..... (name and surname / company of a shareholder) ("Shareholder") holds

..... (number) of shares of the Company

and I (we) hereby grant the power of attorney:

of a Member of the Board/ Member of the Supervisory Board of the Company, Mr

holding a passport/ ID document/ other official confirmed identity document

With the number to act accordingly with the instruction with respect to the way of voting attached below

Not including instructions, filling it in an incorrect way or preventing from casting a vote or granting powers of attorney according to the proxy's discretion shall be construed as instruction to vote (i) in favour of resolutions as they had been proposed by the Management Board, (ii) in favour of resolution drafts proposed by shareholder of the Company that do not introduce significant changes of the resolutions Proposed by the Management Boards and do not prevent from achieving targets of the resolutions proposed by the Management Board and (iii) against the resolution drafts submitted by shareholders of the Company that are contradictory to resolution drafts proposed by the Management Board or prevent from achieving targets of the resolutions Proposed by the Management Board.

or

Mr/Ms,

holding a passport/ ID document/ other official confirmed identity document

with a number, to act accordingly

to the instruction, as to voting, attached hereinbelow/ according to the discretion of the proxy.

Has the proxy been equipped with the right to grant further powers of attorney? Yes No

or

..... (name of entity), with its registered seat

in and address to act upon instruction as to voting

attached hereinbelow / upon the proxy's discretion *

Has the proxy been equipped with the right to grant further powers of attorney? Yes No

The Proxy has been authorized to represent the Shareholder at the Ordinary General Meeting of the Company, convened for the day of September 25, 2018, at 13:00, in Dębica (Dom Kultury „Kosmos at Ignacego Lisa 3, showroom) ("Ordinary General Meeting"), and in particular to act and speak during the Ordinary General

Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to any an all other actions connected with the Ordinary General Meeting
This power of attorney covers all shares of the Company held by the Shareholder. **

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

Name and surname:

Company:

Position:

Address:

.....
Name and surname:

Company:

Position:

Address:

.....
Data of the shareholder / persons authorized to represent the shareholder:

(signature) (signature)

Location:

Location:

.....
Date: Date:

*Delete as not appropriate

In cases when a shareholder grants a power of attorney to vote only by a part of shares held by the shareholder or to vote in different ways, please identify the number of shares by which the proxy should vote and the way of voting in the voting instruction attached hereinbelow

PLEASE NOTE THAT IN CASE OF DISCREPANCIES BETWEEN THE DATA OF A SHAREHOLDER IN A POWER OF ATTORNEY AND THE DATA IN THE LIST OF SHAREHOLDERS MADE BASE ON THE LIST RECEIVED FROM THE ENTITY KEEPING THE SECURITIES DEPOSIT (NATIONAL DEPOSITORY FOR SECURITIES, POLAND AND SUBMITTED TO THE COMPANY PURSUANT TO ART. 406³ § 7 OF THE COMMERCIAL COMPANY CODE, THE SHAREHOLDER MIGHT NOT BE ALLOWED TO PARTICIPATE IN THE ORDINARY GENEREAL MEETING. PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE THE OBLIGATION TO GRANT POWER OF ATTORNEY ON THE FORM HEREINABOVE. MOREOVER, THE COMPANY DOES NOT IMPOSE THE OBLIGATION TO GRANT THE POWER OF ATTORNEY BY ELECTRONIC COMMUNICATION MEANS. THE COMPANY INFORMS THAT A SHAREHOLDER USING THE ECTRONICAL MEANS OF COMMUNICATION HOLDS THE EXCLUSIVE RISK ENTAILED BY THIS FORM OF COMMUNICATION. THE COMPANY MANAGEMENT BOARD INFORMS THAT SHAREHOLDERS INTENDING TO GRANT POWER OF ATTORNEY FOR VOTING TO THE MANAGEMENT BOARD MEMBER OR A SUPERVISORY BOARD MEMBER SHOULD SUBMIT AN APPROPRIATELY FILLED IN AND BOUNDING INSTRUCTIONS FOR THE MANAGEMENT BOARD MEMBER TO VOTE (i) IN FAVOUR OF THE RESOLUTIONS AS PROPOSED

BY THE MANAGEMENT BOARD (ii) IN FAVOUR OF THE RESOLUTION DRAFTS PROPOSED BY SHAREHOLDERS THAT DO NOT INTRODUCE SIGNIFICANT CHANGES PROPOSED BY THE MANAGEMENT BOARD AND DO NOT PREVENT FROM ACHIEVING TARGETS OF THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD AND (iii)

AGAINST RESOLUTION DRAFTS SUBMITTED BY SHAREHOLDERS OF THE COMPANY THAT ARE CONTRADICTORY TO RESOLUTION DRAFTS PROPOSED BY THE MANAGEMENT BOARD OR THAT PREVENT FROM ACHIEVING TARGETS OF RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD.

IMPORTANT:

Establishing a proxy - explanations:

Based of this form, a Shareholder has the possibility to establish as a proxy (i) Member of the Board or Member of the Supervisory Board of the Company or (ii) any natural person or (iii) any entity other than a natural person.

In order to establish a proxy please mark "X" next to the person who the Shareholder intends to establish as a proxy. In the case of establishing as a proxy persons named in Points (ii) or (iii) it is also required to enter missing identification data of the proxy. In the case when a Shareholder established as a proxy persons identified in point (i) and does not attach the voting instruction, fills in the instruction inappropriately or in a way preventing from casting a vote or grants the power of attorney for the proxy to vote upon the proxy's discretion, The proxy shall be entitled to vote (i) in favour of resolutions as proposed by the Management Board (ii) in favour of resolution drafts proposed by Shareholders of the Company that do not introduce significant changes to resolutions proposed by the Management Boards and do not prevent from achieving targets of the resolutions proposed

By the Management Board and (iii) against resolution drafts proposed by Shareholders of the Company that are contradictory to drafts proposed by the Management Board or prevent from achieving targets proposed by the Management Board. Shareholder has the right to establish more than one proxy or granting the power of attorney to one proxy for voting only by a part of shares of the Company held by the Shareholder. In both cases the Shareholder is obligated to identify the number of shares of the company in the instruction for voting, by which the proxy exercises their power of attorney. In the case of establishing several proxies separate form needs to be filled in per each proxy.

Granting power of attorney and identification of shareholder and their proxies have been described in the announcement on convening the GMA.

Information regarding filling in the instruction

Shareholders are requested to issue instruction by placing a sign "X" as appropriate. In the case of establishing a Member of the Management Board or a Member of the Supervisory Board as a proxy there is no

marking the way of voting, please mark the option "according to a proxy discretion" or marking at the given point in the agenda more than one way of voting by all shares of the Company held by the Shareholder will result in the proxy voting (i) in favour of resolutions as they had been proposed by the Management Board, (ii) in favour of resolution drafts proposed by shareholder of the Company that do not introduce significant changes of the resolutions

proposed by the Management Boards and do not prevent from achieving targets of the resolutions proposed By the Management Board and (iii) against resolution drafts proposed by Shareholders of the Company that are contradictory to drafts proposed by the Management Board or prevent from achieving targets proposed by the Management Board.

If a Shareholder marks a box "others" they are requested to provide a detailed instruction in this box regarding the way of exercising a vote by a proxy in the case of submitting other resolution drafts by Shareholders of the Company, the Management Board informs at the same time, that in the case of establishing a Member of the Management Board or a Member of the Supervisory Board as a proxy leaving the box "others" empty shall authorize the proxies to vote in a way described above with respect to the resolution drafts submitted by Shareholders of the Company. In the case when a Shareholder decides to vote differently by the shares they hold, they are requested to identify in a relevant box the number of shares by which their proxy shall vote, "in favour", "against" or "abstain". If there is no identification of the number of shares it shall be construed that the proxy is authorized to vote in the identified way by all shares held by the Shareholder. In no case the total of shares of the Company, that are subject to instruction as to a different voting by shares can exceed the total number of all shares of the Company held by the Shareholder. Resolution drafts that are planned to be approved in certain points in the agenda, are included in the Appendix 1 to the present instruction.

Please note that resolution drafts attached to the instruction below may differ from the resolution drafts submitted for voting during the GM. In order to avoid doubts as to voting of the proxy in this case we recommend identifying in the box "others" way of acting of the proxy in the above situation.

INSTRUCTION FOR EXERCISING THE VOTE RIGHT BY THE PROXY

The General Meeting of Tire Company Dębica S.A. convened for the day of September 15, 2018, at 13:00 in Dębica (Dom Kultury "Kosmos", ul. Ignacego Lisa 3, showroom) ("Ordinary General Meeting"). Content of the resolutions is included in the Appendix 1.

VOTING FOR THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (resolution No 1)

In favour of the Candidate supported by the Management Board

Number of shares _____

Against the Candidate

supported by the Management Board

Objection

Number of shares _____

Abstain

Number of shares _____

According to the discretion of the proxy

Number of shares _____

Others * (in the case of submitting other resolution drafts as proposed by the Management Board):

ADOPTING THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING (resolution No 2)

In favour

Number of shares _____

Against

Objection

Number of shares _____

Abstain

Number of shares _____

According to the discretion of the proxy

Number of shares _____

Others * (in the case of submitting other resolution drafts as proposed by the Management Board):

VOTING FOR THE SECRETARY OF THE ORDINARY GENERAL MEETING (resolution No 3)

Against the Candidate supported by the Management Board

Objection

Number of shares _____

Abstain

Number of shares _____

According to the discretion of the proxy

Number of shares _____

Others * (in the case of submitting other resolution drafts as proposed by the Management Board):

CONCERNING DEFINING THE CONDITIONS OF THE NEW DIVIDEND POLICY OF THE COMPANY FOR THE YEARS 2018-2020 (resolution No 4)

In favour

Number of shares _____

Against

Objection

Number of shares _____

Abstain

Number of shares _____

According to the discretion of the proxy

Number of shares _____

Others * (in the case of submitting other resolution drafts as proposed by the Management Board):

CONCERNING AUTHORIZING THE MANAGEMENT BOARD OF THE TIRE COMPANY DEBICA S.A WITH ITS REGISTERED SEAT IN DEBICA (THE COMPANY) TO PURCHASE OWN SHARES IN ORDER TO REDEEM THEM, AND TO USE THE RESERVE CAPITAL OF THE COMPANY (resolution No 5)

In favour Against Abstain According to the discretion

Number of shares _____

Objection

Number of shares _____ Number of shares: _____

the proxy

Number of shares _____

Others * (in the case of submitting other resolution drafts as proposed by the Management Board):

CONCERNING INCURING THE COSTS BY THE COMPANY OF CONVENING AND HOLDING THE ORDINARY GENERAL MEETING OF THE COMPANY (resolution No 6)

In favour

Number of shares _____

Against

Objection

Number of shares _____

Abstain

Number of shares _____

According to the discretion of

the proxy

Number of shares _____

Others * (in the case of submitting other resolution drafts as proposed by the Management Board):

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

(signature) (signature)

Location:

Location:

.....
Date: Date:

Resolutions drafts:

To the 2 point in the agenda:

(RESOLUTION No 1)

of the Extraordinary Meeting of Shareholders

**of the Tire Company Dębica S.A. with its registered seat in Dębica
of September 25, 2018
concerning voting for the Chairman of the Extraordinary General Meeting**

§1

Extraordinary General Meeting of the Shareholders of Tire Company Dębica S.A (“the Company”) decides to choose for the Chairman of the Extraordinary General Meeting of the Company Mr/ Ms[...].

The resolution comes into force upon adoption”

To the 4 point in the agenda:

**(RESOLUTION No 2)
of the Extraordinary Meeting of Shareholders
of the Tire Company Dębica S.A. with its registered seat in Dębica
of September 25, 2018
concerning adoption of the agenda of the Extraordinary General Meeting**

§1

Extraordinary General Meeting of the Shareholders of Tire Company Dębica S.A (“The Company”) decides to adopt the following agenda:

- 1. Opening of the Extraordinary General Meeting of the Company.*
- 2. Choosing the Chairman of the Extraordinary General Meeting (resolution No 1)*
- 3. Statement of correctness of convening the Extraordinary General Meeting of the Company and its ability to adopt resolutions.*
- 4. Adopting the agenda of the Extraordinary General Meeting.*
- 5. Possible election of the Secretary of the Extraordinary General Meeting of the Company.*
- 6. Discussion and possible adoption of resolutions concerning:*
 - i. loan agreements concluded by the Company and Goodyear S.A with its registered seat at Colmar-Berg, Luxembourg;*

- ii *principles and model of commercial cooperation of the Company with the Goodyear Group entities, including Goodyear Tire and Rubber Company based in Akron, Ohio, USA, including discussion regarding: the framework sales agreement of 1 February 2018 and the framework resale agreement of February 1, 2018 concluded by the Company with Goodyear Dunlop Tires Operations SA based in Colmar-Berg, Luxembourg; Technical Assistance and License Agreements of August 14, 2014 concluded by the Company and Goodyear S.A. based in Colmar-Berg, Luxembourg; as well as the service agreement of 1 January 2006 concluded by the Company with Goodyear Dunlop Tires Operations S.A. based in Colmar-Berg, Luxembourg.*
- 7. *Discussion regarding the Company's current dividend policy and adopting a resolution regarding the terms of the new dividend policy of the Company for 2018-2020*
- 8. *Discussion and adoption of a resolution regarding the authorization of the Management Board of the Company to purchase a maximum of 2,567.838 own shares of the Company representing 18.6% of the share capital of the Company, as well as the use of the Company's reserve capital.*
- 9. *Adoption of a resolution regarding the Company's costs of convening and holding the Extraordinary General Meeting of the Company*
- 10. *Closing the debates of the Extraordinary General Meeting of the Company.*

The resolution comes into force upon adoption”To the 5 point in the agenda:

(RESOLUTION No 3)
of the Extraordinary Meeting of Shareholders
of the Tire Company Dębica S.A. with its registered seat in Dębica
of September 25, 2018
concerning voting for the Chairman of the Extraordinary General Meeting

§1

Extraordinary General Meeting of the Shareholders of Tire Company Dębica S.A (“the Company”) decides to elect for the Chairman of the Extraordinary General Meeting of the Company Mr/ Ms

§2

The resolution comes into force upon adoption”

To the 7 point in the agenda:

(RESOLUTION No 4)
of the Extraordinary Meeting of Shareholders
of the Tire Company Dębica S.A. with its registered seat in Dębica
of September 25, 2018 concerning defining the conditions of the new dividend policy
of the Company
for the years 2018-2020

§1

Extraordinary General Meeting of the Shareholders of Tire Company Dębica S.A (“The Company”) decides to define conditions of the new dividend policy of the Company for the years 201—2020, according to which the the amount of 100% of the amount available for payment in accordance with art. 348 § 1 of the Code of Commercial Companies (taking into account the possibility of adjusting this amount only due to the need to determine the value of the dividend per one share of the Company in the total amount of 100% of the zloty) shall be devoted for division among all the Shareholders of the Company.

§2

The resolution comes into force upon adoption”

To the 8 point in the agenda:

RESOLUTION No 5
of the Extraordinary Meeting of Shareholders
of the Tire Company Dębica S.A. with its registered seat in Dębica
of September 25, 2018

**concerning authorizing the Management Board of the Tire Company Dębica S.A
("the Company") for purchasing own shares on order to redeem them,
and to use the reserve capital of the Company.**

Considering that:

- 1) The Company has significant financial resources accumulated on the reserve capital, which at least in the amount of PLN 484,302,000.00 may be allocated for distribution among the Company's shareholders;
- 2) minority shareholders of the Company are limited to the possibility of participating in profits generated by the Company by aggregating their significant part in the reserve capital without a proper economic justification for such proceedings;
- 3) according to information disclosed to the public by the Company, 2,567.838 shares of the Company representing 18.6% of its share capital are held by entities unrelated to the dominant shareholder of the Company;

acting pursuant to art. 362 in conjunction with art. 359, art. 360 § 1 and § 2 point 2) and art. 396 § 5 of the Code of Commercial Companies ("KSH") and § 8 section 1 and 2 of the Articles of Association, the Extraordinary General Meeting of the Company decides as follows:

§1

1. The Management Board of the Company is authorized to purchase a maximum of 2,567.838 dematerialized ordinary bearer shares of the Company ("**Own Shares**") in order to redeem them (voluntary redemption).
2. Own Shares will be purchased at a unit price of PLN 170.00.
3. The total purchase price of the Own Shares by the Company will not exceed PLN 436,532.00 (four hundred thirty six million five hundred thirty two thousand four hundred sixty zlotys 00/100).
4. Acquisition of Own Shares by the Company will take place:

in a public call for subscribing to the sale of Own Shares

or

- b) *as part of transactions concluded as a result of the Company's acceptance of offers for the sale of Own Shares submitted in response to a public invitation to submit offers for the sale of Own Shares to the publicly announced by the Company.*

5. *In the event that the Own Shares were to be acquired in the manner specified in paragraph 4 point above, the Management Board of the Company is authorized to prepare an appropriate invitation to submit offers for the sale of Own Shares with the reservation that it is provided for in it the procedure should aim to ensure minority shareholders of the Company the possibility of effectively disposing of as many Own Shares as possible.*
6. *6. The procedure of acquiring Own Shares may stipulate that the securities in question will be purchased directly by the Company or through an investment company selected by the Management Board of the Company.*
7. *7. This authorization to purchase Own Shares is granted until December 31, 2018.*
8. *The Management Board of the Company is authorized to take any legal and factual actions necessary to acquire Own Shares by the Company on the terms specified in this resolution.*

§2

1. *The acquisition of Own Shares referred to in § 1 above shall be financed exclusively from amounts accumulated in the Company's reserve capital, derived from the profit generated by the Company in previous years, and which, pursuant to art. 348 § 1 of the Commercial Companies Code may be allocated for distribution among the Company's shareholders.*
2. *In connection with the provisions of 1 above, it is decided to use for the purchase of Own Shares, referred to in § 1 above, a maximum amount of PLN 436,532.460 (four hundred thirty six million five hundred thirty two thousand four hundred sixty zlotys 00/100), accumulated on reserve capital Company.*

§3

The resolution comes into force upon adoption”

To the 9 point in the agenda:

RESOLUTION No 6
of the Extraordinary Meeting of Shareholders
of the Tire Company Dębica S.A. with its registered seat in Dębica
of September 25, 2018

**concerning the Company's costs of convening and holding the Extraordinary General Meeting
of the Company**

1

Based on Article. 400 § 4 of the Code of Commercial Companies, the Extraordinary General Meeting of the Company decides that the costs of convening and holding this General Meeting shall be borne entirely by the Company.

§2.

The resolution comes into force upon adoption” ”