DEBICA RB 10 2013

## POLISH FINANCIAL SUPERVISION AUTHORITY

## Current Report No. 10 / 2013

Preparation date: June 7, 2013

Abbreviated name of issuer:

DEBICA

Re:

Composition of Supervisory Board and 2012 Audit Committee

Legal grounds: Other regulations

## Report content:

Pursuant to § 5, par. 1, subpar. 22 and in conjunction with § 28 of the Ordinance of the Minister of Finance of February 19, 2009 on current and periodic information provided by the securities' issuers and requirements for recognition as equivalent information required by the law of a non-member state, the Management Board of Debica S.A. (hereinafter referred to as Company) announces that on June 7, 2013 the Company's General Meeting of Shareholders appointed the following Supervisory Board members for the term of office starting from June 7, 2013:

Renata Kowalska-Andres (aged 52) with university educational background. A graduate of the Department of Philosophy at the Warsaw University. In the 1996 - 2002 period she worked for Tetra Pak Polska and Uponor Polska, and from 1998 in the position of HR Manager at Uponor Polska Sp. z o.o. In the 2002-2004 period she held the position of HR Director at Nobiles in Wloclawek, a company owned by the Dutch concern Akzo Nobel. In the 2004 – 2010 period she held the position of HR Director at Tire Company Debica S.A. In 2010 she was appointed to the position of HR Director at Goodyear for the Southeastern Europe region with its registered office in Slovenia. In the same year she was promoted to the position of HR Director at Goodyear in Europe, the Middle East and Africa (EMEA) region, with its registered office in Brussels. From January 1, 2012 she has held the position of HR Director for Goodyear Operations in Europe, the Middle East and Africa (EMEA) region, with its registered office in Brussels.

Philippe Degeer (aged 50) he is a holder of BSc degree in engineering from Liege University and MBA degree in Business Administration from London Business School. He held numerous management, sales and marketing positions in Switzerland, Austria, Benelux countries until 2003 when he was appointed to the position of Transaction President in Paris. In 2006 he was appointed to the position of Vice-President of Goodyear Dunlop Tires Operations (GDTO) in Luxembourg. Mr. Philippe Degeer is also a member of Board of Directors of the Goodyear Dunlop Tires Europe and Chairman of Board of Directors of GDTO and Goodyear SA in Luxembourg.

Philippe Degeer (aged 50): he is a holder of BSc degree in engineering from Liege University and MA degree in Business Administration (MBA) from London Business School. He held numerous management, sales and marketing positions in Switzerland, Austria, Benelux countries until 2003 when he was appointed to the position of Transaction President in Paris. In 2006 he was appointed to the position of Vice-President of Goodyear Dunlop Tires Operations (GDTO) in Luxembourg. Mr. Philippe Degeer is also a member of Board of Directors of the Goodyear Dunlop Tires Europe and Chairman of Board of Directors of GDTO and Goodyear SA in Luxembourg.

**Dominikus Golsong** (aged 56), General Counsel for the European Union, Eastern Europe, Middle East and Africa. He got his master's degree in law from Columbia University, New York. He received his doctor's degree in law (J.D.) from the Universite de Lausanne in Switzerland. He has also completed the Young Manager program at INSEAD, the Advanced Development Programme Degree in the London School of Business and the Facilitative Management Certificate at the University of Michigan. Before starting his career at Goodyear Dunlop Tires Europe BV, he acquired wide experience in Dow Corning as the Associate General Counsel Corporate, the General Counsel at the Dow Corning branch office for Europe, Middle East and Africa, and also as a Member of the Management Boards of Dow Corning subsidiaries in Europe. Earlier he underwent legal training in the area of commercial law, business and administration, as well as financial transactions and foreign trade at the New York-based Sullivan & Cromwell and in the Brussels-based Linklaters De Bandt law firm.

Maciej Mataczyński (aged 37). Maciej Mataczyński holds a PhD degree in law, legal counsel, a specialist in commercial and European laws. A graduate of the Law and Administration Faculty at Adam Mickiewicz University in Poznan. He held a scholarship of the Fulbright Commission at Harvard Law School and T.M.C. Asser Institute in Hague. He has been assistant professor at the European Law Faculty, and at the Law and Administration Department in Adam Mickiewicz University in Poznan, Poland. An author of several dozen publications in commercial and European law. The Chairman of the Supervisory Board of Polski Koncern Naftowy ORLEN S.A.

**Karl Brocklehurst** (aged 42), university education. A graduate of the chemistry department at the University of Kent where he graduated receiving an honours degree in Chemistry, chartered accountant, a member of the Institute of Chartered Accountants in England and Wales (ICAEW).

In 1992-1997 he worked for Price Waterhouse where he held a position of assistant manager. In 1997 he left to join Rolls-Royce plc. During his time at Rolls-Royce plc he held various senior roles including Commercial Controller (1998-2000), Manager – Mergers and Acquisitions (2001-2004) and Head of Finance - Controls & Transmissions (2004-2008). In 2008 he was asked to help establish a Joint Venture between Rolls-Royce plc and the US company, Goodrich Corporation and was then appointed Head of Finance of this organization. In 2010 he returned to Rolls Royce to become Director of Finance – Global IT. In 2011 he joined Goodyear Dunlop Tires UK as Director - Finance and IT, a role that he held until he was appointed in

November 2012 to the position of Finance Director Operations EMEA for Goodyear Dunlop Tires Operations.

Łukasz Antoni Rędziniak, (aged 44), an attorney-at-law, a graduate of the Law and Administration Faculty at the Jagiellonian University, Cracow.

- an attorney-at-law (since 1996), a member of the District Law Society in Warsaw
- an assistant at the Law and Administration Faculty at the Jagiellonian University in Cracow, Poland (1990-1991).
- a lawyer at Consoft Consulting Sp. z o.o. (1991 1992).
- an attorney-at-law, individual legal office working jointly with Dewey Ballantine Sp. z o.o. (1997 2000).
- Dewey & LeBoeuf LLP legal office (1993 2007), partner from 2001.
- Undersecretary of State at the Ministry of Justice in Poland (2007 2009)
- Studnicki Płeszka Ćwiąkalski Górski Sp. K. legal office, partner, Warsaw Office managing partner (since 2009)
- Kulczyk Investments S.A., a Management Board member (since 2013)
- In 2004-2007 he was a Member and Secretary of the Supervisory Board of Tire Company Debica S.A.

Additionally pursuant to § 14 of the Company Statutes, Mr. Janusz Raś was appointed by the Company employees to the position of the Supervisory Board members, with the term of office commencing form June 7, 2013. Pursuant to the provisions of § 14 par. Supervisory Board members are appointed for a common term of office.

Janusz Raś – university education, a graduate of The Polish Open University in Warsaw, majored at the fields of enterprise and management; a graduate of post-graduate studies at the School of Law and Public Administration in Rzeszów, where he majored in the following fields: finance, accounting and tax system. Additionally he completed ABC Marketing course organized by the European Distance Education, numerous training courses in the fields of labor law, economic and financial analysis, designated for employee representatives. For Tire Company Debica S.A. he has worked since 1979, when he started his career in the position of repair mechanic at the former Central Inner Tube Plant. Since 2000 to date he has worked as quality control inspector at Truck Tire Department (BT-6). He also performs the function of Group Social Factory Inspector at the same department and the Chairman of the Departmental Committee of the Solidarity Trade Union. Since June 2009 he has been Deputy Chairman of the Supervisory Board of A. Fredro Housing Co-operative at the city of Debica.

None of the Company's Management Board members is involved in any competitive activities vis-a-vis Company operations.

None of the above mentioned persons has been entered into the Register of Insolvent Debtors, kept under the Act on the National Court Register.

On June 7, 2013, at its first meeting the Supervisory Board established itself and elected from its members:

Mr. Philippe Degeer – to the position of Supervisory Board Chairman,

Mr. Karl Brocklehurst – to the position of Supervisory Board Deputy Chairman, Mr. Maciej Mataczyński – to the position of Supervisory Board Secretary.

Additionally on June 7, 2013, the Company's Supervisory Board appointed the following Supervisory Board members to the positions of a Supervisory Board's Audit Committee members: Messrs. Karl Brocklehurst, Maciej Mataczyński and Dominikus Golsong.

The composition of the Audit Committee complies with the requirements laid down in Art. 86, par. 4 and 5 of the Act on Chartered Accountants and Their Self-Government, Entities Certified to Audit Financial Statements and Public Supervision.