

POLISH FINANCIAL SUPERVISION AUTHORITY
Current Report No. 19/2014

Preparation date: October 7, 2014

Abbreviated name of issuer:
DEBICA

Subject: Announcement received from Goodyear SA in Luxembourg and from The Goodyear Tire and Rubber Company

Legal grounds:

Art. 70, item 1 of the Offering Act – Acquisition or Disposal of Significant Shareholding

Report content:

The Management Board of Tire Company Debica S.A. with its registered office in Debica (hereinafter referred to as "Company") announces that on November 6, 2014, received from The Goodyear Tire & Rubber Company with its registered office in Akron, USA (the „Goodyear“) and its subsidiary Goodyear S.A. with its registered office in Luxembourg ("Goodyear Luxembourg") was advised on October 3, 2014, as a result of a cross-border merger of Goodyear Luxembourg (as the acquiring company), with Goodyear Holding Poland Sp. z o.o. ("GHP") (as the acquired company).

GHP was a subsidiary of Goodyear Luxembourg, in which Goodyear Luxembourg held 100% shareholding.

As a result of Merger, Goodyear Luxembourg took over all GHP assets including but not limited to Company shares held previously by GHP. Consequently Goodyear Luxembourg acquired directly 1,429,115 ordinary bearer shares in the Company held by GHP, accounting approximately for 10.354% of the share capital of the Company and entitling to exercise 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) votes at the shareholders' meeting of the Company, representing approximately 10.354% of the total number of votes at the shareholders' meeting of the Company.

Following the foregoing acquisition, Goodyear Luxembourg now holds directly 11,234,912 shares accounting approximately for 81.396% of the share capital of the Company entitling to exercise 11,234,912 votes at the shareholder meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company.

At the same time Goodyear (the parent company of Goodyear Luxembourg) announced that it holds indirectly (through the agency of Goodyear Luxembourg) 11,234,912 shares accounting approximately for 81.396% of the share capital of the Company entitling to exercise 11,234,912 votes at the shareholder meeting of the

Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company.

For avoidance of doubt, Goodyear and Goodyear Luxembourg inform that, due to the intragroup character of the merger between Goodyear Luxembourg and GHP, the total amount of shares and votes in the Company controlled by group controlled by Goodyear has not changed and still amounts to 11,234,912 shares of the Company accounting approximately for 81.396% in the share capital of the Company, which entitle to exercise 11,234,912 votes at the shareholders' meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company (Company's current report no. 2/2014 dated February 11, 2014). All Company's shares and votes controlled by Goodyear are currently directly owned by Goodyear Luxembourg.

The full content of announcements provided by both Companies is provided below:

I. ANNOUNCEMENT OF GOODYEAR LUXEMBOURG

Acting pursuant to Articles 69.1, 69.2 subpar. 2 and 69.4 of the Act of July 29, 2005 on Public Offering and Conditions of Introduction of Financial Instruments to Organized System of Trading an on Public Companies (J.L.2013.1382; the "Act"), Goodyear S.A. with its registered office in Luxembourg, address: Avenue Gordon Smith, L-7750 Colmar-Berg, Luxembourg (the "Goodyear Luxembourg"), hereby notifies that on October 3, 2014, as a result of a cross-border merger of Goodyear Luxembourg, as the acquiring company, with Goodyear Luxembourg's subsidiary, i.e. Goodyear Holding Poland Sp. z o.o. with its register office in Warsaw, Poland, entered into the register entrepreneurs of the National Court Register under no KRS 0000434970 ("GHP"), as the acquired company, pursuant to Art. 492 § 1 point 1) in conjunction of Art. 516 of Polish Commercial Companies Code, i.e. in connection with the transfer to Goodyear Luxembourg of the entire assets of GHP, Goodyear Luxembourg, acquired 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) ordinary bearer shares in Tire Company Debica S.A. with its registered office in Debica (the "Company"), accounting approximately for 10.354% of the share capital of the Company and entitling to exercise 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) votes at the shareholders' meeting of the Company, representing approximately 10.354% of the total number of votes at the shareholders' meeting of the Company.

Prior to the foregoing direct acquisition, Goodyear Luxembourg jointly held (directly and indirectly) 11,234,912 (eleven million two hundred thirty four thousand nine hundred twelve) shares accounting approximately for 81.396% of the share capital of the Company entitling to exercise 11,234,912 (eleven million two hundred thirty four thousand nine hundred twelve) votes at the shareholder meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company, out of which:

- (i) it held directly 9,805,797 (nine million eight hundred five thousand seven hundred ninety seven) shares in the Company accounting approximately for 71.04% of total number of votes at the shareholders' meeting of the Company;
- (ii) it held indirectly, through GHP, 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) shares in the Company accounting approximately for 10.354% of the share capital of the Company and entitling to exercise 1,429,115 (one million four hundred twenty nine

thousand one hundred fifteen) votes at the shareholders' meeting of the Company, representing approximately 10.354% of the total number of votes at the shareholders' meeting of the Company.

Following the foregoing direct acquisition, Goodyear Luxembourg holds 11,234,912 (eleven million two hundred twelve) shares accounting approximately for 81.396% of the share capital of the Company entitling to exercise 11,234,912 (eleven million two hundred thirty four thousand nine hundred twelve) votes at the shareholder meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company.

For avoidance of doubt, Goodyear Luxembourg informs that, due to the intragroup character of the merger between Goodyear Luxembourg has not change and still amounts to 11,234,912 shares of the Company accounting approximately for 81.396% in the share capital of the Company, which entitle to exercise 11,234,912 votes at the shareholders' meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company (Company's Current Report No. 2/2014 dated February 11, 2014). All Company's shares and votes controlled by Goodyear Luxembourg are currently directly owned by Goodyear Luxembourg.

Goodyear Luxembourg further notifies that: (i) its subsidiaries do not hold the Company' shares; (ii) it has not entered into an agreement whereby the voting rights from the Company's shares would be transferred to a third party.

In the nearest 12 months Goodyear Luxembourg does not intend to further increase its share in the total number of votes in the indirect he Company.

2. ANNOUNCEMENT OF GOODYEAR

Acting pursuant to Articles 69.1, 69.2.2 and 69.4 and 69a.1.3 of the Act of July 29, 2005 on Public Offering and Conditions of Introduction of Financial Instruments to Organized System of Trading an on Public Companies (J.L.2013.1382; the "Act"), The Goodyear Tire & Rubber Company with its registered office in Ohio U.S.A., address: 200 Innovation Way, Akron, Ohio 44316 (the "Goodyear"), hereby notifies that on October 3rd 2014, as a result of a cross-border merger of Goodyear's subsidiaries, i.e. Goodyear S.A. with its registered office in Luxembourg, address: Avenue Gordon Smith, L-7750 Colmar-Berg, Luxembourg (the "Goodyear Luxembourg"), as the acquired company with Goodyear Luxembourg's subsidiary, i.e. Goodyear Holding Poland Sp. z o.o. with its registered office in Warsaw, Poland, entered into the register entrepreneurs of the National Court Register under no KRS 0000434970 (the "GHP"), as the acquired company, pursuant to Art. 492 § 1 point 1) in conjunction of Art. 516 of Polish Commercial Companies Code, i.e. in connection with the transfer to Goodyear Luxembourg of the entire assets of GHP, it indirectly acquired 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) ordinary bearer shares in Tire Company Debica S.A. with its registered office in Debica (the "Company"), accounting approximately for 10.354% of the share capital of the Company and entitling to exercise 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) votes at the shareholders' meeting of the Company, representing approximately 10.354% of the total number of votes at the shareholders' meeting of the Company (the "Shares").

The indirect acquisition resulted from a direct acquisition of Shares by Goodyear Luxembourg.

Prior to the foregoing acquisition, Goodyear indirectly held jointly (through Goodyear Luxembourg and GHP) 11,234,912 (eleven million two hundred thirty four thousand nine hundred twelve) shares accounting approximately for 81.396% of the share capital of the Company entitling to exercise 11,234,912 (eleven million two hundred thirty four thousand nine hundred twelve) votes at the shareholder meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company, out of which:

- (i) via Goodyear Luxembourg, Goodyear held indirectly 9,805,797 (nine million eight hundred five thousand seven hundred ninety seven) shares in the Company accounting approximately for 71.04% of the share capital of the Company entitling to exercise 9,805,797 (nine million eight hundred five thousand seven hundred ninety seven) votes at the shareholder meeting of the Company, accounting approximately for 71.04% of total number of votes at the shareholders' meeting of the Company;
- (ii) via Goodyear Luxembourg's subsidiary – GHP, Goodyear held indirectly 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) shares in the Company, accounting approximately for 10.354% of the share capital of the Company and entitling to exercise 1,429,115 (one million four hundred twenty nine thousand one hundred fifteen) votes at the shareholders' meeting of the Company, representing approximately 10.354% of the total number of votes at the shareholders' meeting of the Company.

Following the foregoing direct acquisition, Goodyear indirectly (via Goodyear Luxembourg) holds 11,234,912 (eleven million two hundred twelve) shares accounting approximately for 81.396% of the share capital of the Company entitling to exercise 11,234,912 (eleven million two hundred thirty four thousand nine hundred twelve) votes at the shareholder meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company.

For avoidance of doubt, Goodyear informs that, due to the intragroup character of the merger between Goodyear Luxembourg and GHP, the total amount of shares and votes in the Company controlled by group controlled by Goodyear has not changed and still amounts to 11,234,912 shares of the Company accounting approximately for 81.396% in the share capital of the Company, which entitle to exercise 11,234,912 votes at the shareholders' meeting of the Company, accounting approximately for 81.396% of total number of votes at the shareholders' meeting of the Company (Company's current report no. 2/2014 dated February 11, 2014). All Company's shares and votes controlled by Goodyear are currently directly owned by Goodyear Luxembourg.

Goodyear further notifies that: (i) its subsidiaries other than Goodyear Luxembourg do not hold the Company's shares; (ii) it has not entered into an agreement whereby the voting rights from the Company's shares would be transferred to a third party.

In the nearest 12 months Goodyear does not intend to further increase its share in the total number of votes in the indirect he Company.