

**DEBICA**

**POLISH FINANCIAL SUPERVISION AUTHORITY**  
Current Report No. 21/2018

**Date:** September, 11 2018

**Abbreviated name of issuer:**  
DEBICA

**Subject:**  
A shareholder's request to introduce certain issues in the agenda and announcement of the resolution draft of the Extraordinary Shareholders Meeting convened for 25 September 2018.

**Legal grounds:**  
Art. 70 (1) of the Act on Public Offering - acquisition or disposal of a significant block of shares

**Report content:**  
Legal basis: Par. 19.1.4 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a non-member state may be recognized as equivalent.

Management Board of Tire Company Dębica S.A. („the Company”) announces that the Company received from Goodyear Holdings S.à.r.l shareholder holding 11.232.912 Company shares, constituting ca. 81,40% of the Company share capital („the Shareholder”) a request, pursuant to 401 par. 1 of the Code of Commercial Companies, of introducing in the agenda of the Extraordinary Shareholders Meeting convened for September 25, 2018, between points 8 and 9, the following point:

„Adoption of resolutions regarding the change of the Articles of Association and authorization of 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.”

The draft resolution regarding the item on the agenda is attached to this report. Pursuant to the provisions of art. 402 § 2 of the Code of Commercial Companies, the Company indicates that the text proposed by the shareholder Goodyear Holdings S.a.r.l. amendments to the Articles of Association of the Company are included in §1 of the attached draft resolution. Supplemented agenda of the Extraordinary General Meeting convened for September 25, 2018:

1. Opening of the Extraordinary General Meeting of the Company.
2. Election of the Chairman of the Extraordinary General Meeting of the Company.
3. Confirmation 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.
6. Discussion and possible adoption of resolutions regarding: i. loans agreement between Goodyear S.A. with its registered seat in 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 current dividend policy of the Company 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 resolutions regarding the change of the Articles of Association and authorization of 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 Company's Supervisory Board.
10. Adoption of a resolution regarding the Company's costs of convening and holding the Extraordinary General Meeting of the Company.
11. Closing the debates of the Extraordinary General Meeting of the Company