

DEBICA

POLISH FINANCIAL SUPERVISION AUTHORITY
Current Report No. 28/2018

Date: October 23, 2018

Abbreviated name of issuer:
DEBICA

Subject:
Resolutions adopted at the General Meeting of Shareholders dated October 23, 2018

Legal grounds:
Art. 56, par. 1, subpar. 2 of the Offering Act – Current and Periodic Information

Report content:
The Management Board of Tire Company Dębica S.A. ("Company") announces publicly resolutions adopted by the Extraordinary Shareholders Meeting of the Company, convened for September 25, 2018 continued on October 12, 2018 and October 23, 2018 with information about the votes cast and objections raised and the content of draft resolutions that were submitted for voting and were not taken.

Resolutions passed:

Resolution No. 2

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.
with registered office at Debica, dated October 23, 2018

The General Meeting of Shareholders of Tire Company Debica S.A 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. 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:
 - loans agreement between Goodyear S.A. with its registered seat in Colmar-Berg, Luxembourg;
 - 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

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

12.116.838 "in favour"
846.762 "against"
0 "abstaining"

Plenipotentiary of funds managed by Altus TFI S.A:

Altus Fiz Aktywny Akcji

Altus Asz Fiz Altus Subfundusz Asz Rynku Polskiego

Altus Fio Parasolowy Altus Subfundusz Akcji

Altus Fio Parasolowy Altus Subfundusz Optymalnego Wzrostu

Altus Absolutnej Stopy Zwrotu Fiz Rynków Zagranicznych 2

Altus Fiz Akcji +

Altus Fio Parasolowy Altus Subfundusz Absolutnej Stopy Zwrotu Rynku Polskiego

Altus Fio Parasolowy Altus Subfundusz Stabilnego Wzrostu

Altus Asz Fiz Altus Subfundusz Asz Rynków Zagranicznych

Altus Fiz Aktywnej Alokacji Spółek Dywidendowych

Altus Absolutnej Stopy Zwrotu Fiz Rynku Polskiego 2

(hereinafter referred to as "Funds managed by Altus TFI S.A.") declared that he had voted against the resolution and filed an objection.

Resolution No. 3

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.

with its registered office in Debica, dated October 23, 2018

General Meeting of Shareholders of Tire Company Debica S.A. elects Mrs Anna Winiarska-Miśkowiec as the Secretary of the Ordinary General Meeting of Shareholders.

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

12.116.838 "in favour"
846.762 "against"
0 "abstaining"

Plenipotentiary of Funds managed by Altus TFI S.A declared that he had voted against the resolution and filed an objection.

Resolution No. 7

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.

with registered office at Debica, dated October 23, 2018

General Meeting of Shareholders resolves to regarding amendment of the Company's Articles of Association and authorization of the Company's Management Board to increase the Company's share capital within the limits of the authorized capital, together with the Management Board's right to exclude the pre-emptive rights of the Company's existing shareholders, in whole or in part, upon the consent of the Company's Supervisory Board.

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

12.019.077 „in favour”
925.616 “against”
0 “abstaining”.

Plenipotentiary of shareholder Anastasia van Kannel declared that she had voted against the resolution and filed an objection.

Plenipotentiary of Funds managed by Altus TFI S.A declared that he had voted against the resolution and filed an objection.

Resolution No. 7

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.

with registered office at Debica, dated June 14, 2018

regarding amendment of the Company's Articles of Association and authorization of the Company's Management Board to increase the Company's share capital within the limits of the authorized capital, together with the Management Board's right to exclude the pre-emptive rights of the Company's existing shareholders, in whole or in part, upon the consent of the Company's Supervisory Board.

Pursuant to Art. 430.1, Art. 444, Art. 445 and Art. 447 of the Commercial Companies Code and Par. 26.1.4) of the Company's Articles of Association, it is hereby resolved as follows:

§1.

The Company's Articles of Association shall be amended in such a way that after the existing § 6, § 6a shall be added with the following wording:

“§ 6a

1. The Management Board of the Company is entitled to increase the share capital by the amount not exceeding PLN 82,816,500.00 (eighty two million eight hundred and sixteen thousand five hundred zlotys) by way of one or several increases of the share capital within the limits specified above, through the issue of bearer shares ("authorised capital").
2. Authorisation referred to in section 1 shall expire 3 years after the date of registration in the Register of Entrepreneurs of the National Court Register of the amendment to the Company's Articles of Association providing for this authorised capital.
3. In order for the Company's Management Board to increase the share capital within the limits of the authorised capital, it is necessary to obtain the consent of the Company's Supervisory Board for such an increase and for the Management Board to adopt a relevant resolution.
4. The Management Board of the Company is hereby authorised to determine the detailed conditions and manner of subscription of shares issued in connection with the increase of the share capital within the limits of the authorised capital, and in the event of a decision to issue shares as part of a closed or open subscription, in particular to:
 - setting the dates for opening and closing the subscription of shares,
 - determine the manner and conditions of placing subscription orders,
 - allotment of shares, including the allotment of shares not taken up due to the exercise of pre-emptive rights.
5. Resolution of the Management Board of the Company on determining the issue price of shares issued within the limits of the authorised capital requires the consent of the Company's Supervisory Board.
6. Management Board of the Company is authorised, with the consent of the Company's Supervisory Board, to deprive shareholders of their pre-emptive rights (in whole or in part) to shares issued as part of the share capital increase within the limits of the authorised capital.
7. If the Company's Management Board, with the consent of the Supervisory Board, deprives shareholders of the pre-emptive rights (in whole or in part) to shares issued as part of the share capital increase within the limits of the authorised capital, the Company's Management Board shall offer the issued shares by private subscription within the meaning of Article 431(2)(1) of the Commercial Companies Code.
8. When increasing the share capital within the limits of the authorised capital, the Company's Management Board may issue shares only in exchange for cash contributions.

9. The Company's Management Board may not issue to shareholders subscribing for shares in connection with the increase of the share capital within the framework of the authorised preference shares, nor may it grant them personal privileges.
10. Unless the provisions of law or this paragraph provide otherwise, the Company's Management Board is authorised to decide on all matters related to the increase of the share capital within the limits of the authorised capital, in particular the Company's Management Board is authorised to:
 - 1) take all factual and legal actions aimed at admitting the shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including appropriate actions and submission of any applications, documents or notifications in order to admit the shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.
 - 2) adoption of resolutions and any other factual and legal actions regarding dematerialization of shares and conclusion of agreements with the National Depository for Securities for registration and dematerialization of shares.

§ 2.

1. Adoption of the proposed resolution on amending the Company's Articles of Association and authorizing the Company's Management Board to increase the Company's share capital within the limits of the authorised capital is aimed at enabling quick and flexible financing of the Company in the event of such a need. The introduction of a flexible mechanism enabling the Management Board to increase the Company's share capital within the limits of the authorised capital will make it possible to adjust the size and timing of the issue to market conditions and current capital needs of the Company.
2. Authorisation to increase the share capital within the limits of the authorised capital will allow the Company's Management Board to:
 - 1) significant shortening and simplification of the process of raising funds as part of the capital increase, due to the lack of the necessity to convene and hold a General Meeting in order to increase the share capital,
 - 2) reduction of the costs of the share capital increase,
 - 3) the possibility of offering new issue shares at the most convenient time compared to the ordinary share capital increase procedure, and
 - 4) limiting the risk of adverse changes in the capital market situation as a result of the shortening of the capital increase process.

§3.

The Extraordinary General Meeting, having familiarised itself with the justification for the introduction of the authorised capital presented in § 2 and the "*Opinion of the Management Board of the Company with regard to depriving shareholders in whole or in part of their pre-emptive rights concerning each share capital increase within the scope of the authorised capital and the manner and determination of the issue price of shares*" of 21 September 2018, approves the position of the Management Board and accepts it as a justification for this resolution, as required by the provisions of the Commercial Companies Code.

§4

Pursuant to Art. 430.5 of the Commercial Companies Code, the Supervisory Board is authorized to determine the consolidated text of the amended Company's Articles of Association.

During the voting over the resolution 12.944.693 valid votes were cast, out of 12.944.693 votes, accounting for 93,92% % of the share capital of the Company, of which:

11.234.912 „in favour”

1.227.151 “against”

0 “abstaining”.

Plenipotentiary of Funds managed by Altus TFI S.A declared that he had voted against the resolution and filed an objection.

Resolution No. 8

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.

with registered office at Debica, dated October 23, 2018

regarding incurring by the Company the costs of convening and holding the Extraordinary General Meeting of the Company.

Pursuant to art. 400 § 4 of the Commercial Companies Code, 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.

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.944.693 votes, accounting for 93,92% of the share capital of the Company, of which:

12.944.693 "in favour"
501.537 "against"
0 "abstaining".

Resolutions submitted for voting, but not passed:

Resolution No. 1

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.

with registered office at Debica, dated October 23, 2018

regarding the adoption of the agenda of the Extraordinary General Meeting with the exception of item 9 of the agenda announced and the renumbering of the 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. 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:
 - loans agreement between Goodyear S.A. with its registered seat in Colmar-Berg, Luxembourg;
 - 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 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

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

1.226.762 "in favour"
11.234.912 "against"
501.926 "abstaining".

As a result of the voting outcome the resolution had not been passed.

Resolution No. 4

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.
with registered office at Debica, dated October 23, 2018

regarding authorization of the Management Board to purchase own shares in order to recommend to the Management Board of Tire Company Dębica S.A. immediate adjustment of the terms and conditions of loans granted to Goodyear S.A. with its registered office in Luxembourg to market terms and conditions.

§1

Extraordinary General Meeting of Tire Company Dębica S.A. ("Company") resolves to recommend to the Management Board of the Company to:

- 1) take immediate action to adjust the terms and conditions of loans granted to Goodyear S.A. with its registered office in Luxembourg ("Goodyear SA") to market conditions, i.e. such as those in which the parent company of the Goodyear Tire & Rubber Company Capital Group ("Goodyear Group") obtains average debt financing from unrelated entities according to the latest annual consolidated financial statements of the Goodyear Group;
- 2) in the event that the terms and conditions of the loans specified in item 1 above are not adjusted to market conditions within 1 month from the date of adoption of this resolution, call on Goodyear S.A. to immediately return the funds constituting the granted loans;
- 3) failure to grant loans in the future to Goodyear Group companies on terms other than market terms, in accordance with item 1 above.

§ 2

Resolution comes into force upon adoption

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

1.226.762 "in favour"
11.736.838 "against"
0 "abstaining".

As a result of the voting outcome the resolution had not been passed.

Resolution No. 5

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.
with registered office at Debica, dated October 23, 2018

regarding definition of terms and conditions of the Company's new dividend policy for the years 2018-2020:

§1

Extraordinary General Meeting of Tire Company Dębica S.A. ("Company") resolves to determine the conditions of the Company's new dividend policy for the years 2018 - 2020, according to which the profit for each financial year falling within the indicated period shall be distributed among all shareholders of the Company in the amount corresponding to 100% of the amount which may be paid in accordance with art. 348 § 1 of the Commercial Companies Code (taking into account the possibility of adjusting this amount only due to the necessity to determine the value of dividend per one share of the Company in the total amount within hundredths of the Polish zloty).

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

1.226.762 "in favour"
11.736.838 "against"
0 "abstaining".

As a result of the voting outcome the resolution had not been passed.

Resolution No. 6

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

OF TIRE COMPANY DEBICA S.A.
with registered office at Debica, dated October 23, 2018

regarding authorization of the Management Board to acquire own shares

Considering that:

1. The Company has significant financial resources accumulated in the reserve capital, which at least in the amount of PLN 484,302,000.00 may be allocated for distribution among the shareholders of the Company;
2. minority shareholders of the Company are limited in their ability to participate in the profits generated by the Company by aggregating their significant part on the reserve capital without proper economic justification for such conduct;
3. according to the information published by the Company 2,567,838 shares of the Company representing 18.6% of its share capital are held by entities not affiliated with the dominant shareholder of the Company; acting pursuant to art. 362 § 1 (5) in connection with art. 359, art. 360 § 1 and § 2 (2) and art. 396 § 5 of the Commercial Companies Code ("CCC") and § 8 sections 1 and 2 of the Company's Statute, the Extraordinary General Meeting decides as follows:

§1

1. The Management Board of the Company is hereby authorized to purchase up to 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 the unit price of PLN 170.00.
3. The total purchase price of Own Shares by the Company shall not exceed PLN 436,532,460.00 (in words: four hundred and thirty-six million five hundred and thirty-two thousand four hundred and sixty zlotys 00/100).
4. Purchase of Own Shares by the Company shall take place:

or

- a) by way of a public call to subscribe for the sale of Own Shares;
 - b) in transactions concluded as a result of the acceptance by the Company of offers to sell Own Shares submitted in response to the Company's public invitation to submit offers to sell Own Shares.
5. If Own Shares are to be acquired in the manner specified in section 4 item b) above, the Management Board of the Company is authorized to prepare an appropriate invitation to submit offers for the sale of Own Shares, provided that the procedure provided for therein should aim at ensuring that minority shareholders of the Company can effectively dispose of as many Own Shares as possible.
 6. The procedure for the acquisition of Own Shares may provide that the securities in question will be purchased directly by the Company or through an investment firm selected by the Management Board of the Company.
 7. This authorization to acquire Own Shares is granted until 31 December 2018.
 8. The Management Board of the Company is authorized to take all legal and factual actions necessary for the acquisition of Own Shares by the Company under the terms and conditions set forth in this resolution.

§ 2

1. The acquisition of Own Shares referred to in § 1 above shall be financed exclusively from the amounts accumulated in the Company's reserve capital, derived from the profit earned by the Company in previous years, and which, pursuant to Art. 348.1 of the Polish Companies Act, may be allocated for distribution to the Company's shareholders.
2. In connection with section 1 above, it is decided to allocate the maximum amount of PLN 436,532,460.00 (say: four hundred and thirty-six million five hundred and thirty-two thousand four hundred and sixty zlotys 00/100), accumulated in the Company's reserve capital, for the purchase of the Company's Own Shares referred to in § 1 above.

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

1.226.762 "in favour"
11.736.838 "against"
0 "abstaining".

As a result of the voting outcome the resolution had not been passed.

Resolution No. 9

OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS
OF TIRE COMPANY DEBICA S.A.
with registered office at Debica, dated October 23, 2018

regarding convening the Extraordinary General Meeting of Dębica Tyre Company

Pursuant to Art. 404.2 of the Polish Companies Act, the Extraordinary General Shareholders Meeting of Tire Company Dębica S.A. ("Company") resolves to convene the Extraordinary General Meeting of the Company for 10.12.2018 at 1 p.m. at the registered office of the Company (Debica, Dom Kultury "Kosmos", ul. Ignacego Lisa spectacle room) with 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. confirming the correctness of convening the Extraordinary General Meeting of the Company and its ability to adopt resolutions.
4. adopting a resolution on 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, the draft of which constitutes an appendix to this resolution.
5. Adoption of a resolution on incurring by the Company the costs of convening and holding the Extraordinary General Meeting of the Company.
6. Closing the debates of the Extraordinary General Meeting of the Company.

§2

The Extraordinary General Meeting of the Company hereby authorises and instructs the Management Board of the Company to carry out all legal and factual actions necessary to announce the convening of the General Meeting of the Company referred to in §1 above ("General Meeting"), in accordance with the generally applicable laws of the Company and the Company's Articles of Association, within the time limit enabling it to be held on 10.12.2018. The draft resolutions to be published together with the announcement of convening the General Meeting constitute an Appendix to this Resolution.

Attachment to Resolution No. 9

RESOLUTION NO. [...]

of the Extraordinary General Meeting of Tire Company Dębica S.A. with its registered office in Dębica dated [...].
regarding election of the Chairman of the Extraordinary General Meeting

§ 1

Extraordinary General Meeting of Tire Company Dębica S.A. ("Company") resolves to elect Mr./Mrs. as the Chairman of the ESM

§2

The resolution comes into force upon its adoption.

RESOLUTION No. [...] / 2018

of the Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. with its registered office in Dębica
dated [...] concerning: the appointment of auditor to audit, at the expense of Company, certain issues related to running Company business.

The Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. (hereinafter referred to as the „Company” or "Dębica S.A.") resolves as follows:

§1

Appointment of a special auditor,

1. Pursuant to Art. 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 (hereinafter referred to as "Act on Public Offering"), the Extraordinary General Meeting of Shareholders, pursuant to the shareholders' motion of the Company:

- a) ALTUS CLOSED-END, ACTIVE, EQUITY INVESTMENT FUND, with its registered office in Warsaw, entered into investment fund register under No.: 1090,
- b) ALTUS CLOSED-END, ACTIVE ALLOCATION OF DIVIDEND COMPANIES' INVESTMENT FUND, with its registered office in Warsaw, entered into investment fund register under No.: 837,
- c) ALTUS CLOSED-END, ABSOLUTE RATE OF RETURN INVESTMENT FUND with its registered office in Warsaw, with separated subfunds: Altus Subfund of Absolute Rate of Return in Foreign Markets and Altus Subfund of Absolute Rate of Return in the Polish Market, entered into the investment fund register under No.: 487,
- d) ALTUS CLOSED-END, ABSOLUTE RATE OF RETURN INVESTMENT FUND OF THE POLISH MARKET 2, with its registered office in Warsaw, entered into the investment fund register under No.: 757,
- e) ALTUS CLOSED-END, ABSOLUTE RATE OF RETURN INVESTMENT FUND OF FOREIGN MARKETS 2, with its registered office in Warsaw, entered into investment fund register under No.: 959,
- f) ALTUS EQUITY+ CLOSED-END INVESTMENT FUND with its registered office in Warsaw, entered into the investment fund register under No.: 946,
- g) ALTUS FIO UMBRELLA FUND with its registered office in Warsaw, with separated subfunds: Altus Subfund of Absolute Rate of Return of the Polish Market; Altus Subfund of Stable Growth; Altus Subfund of Optimum Growth; Altus Equity Subfund entered into the investment fund register under No.: 793,
- h) ALTUS 15 CLOSED-END, INVESTMENT FUND, with its registered office in Warsaw, entered into investment fund register under No.: 599, (hereinafter referred jointly to as: "Funds")

appoints [_____] (hereinafter referred to as: "Chartered Accountant" or "Auditor"), to the position of a special auditor, referred to in Art. 84, para. 1 of the Public Offering Act.

2. The Auditor shall meet the requirements set forth in Art. 84, paras 2 and 3 of the Public Offering Act.
3. The Chartered Accountant will carry out the audit in accordance with the subject and scope of audit specified in Art. 2 below, within the limits of the documents provided, referred to in Art. 3, para. 1 of this Resolution.
4. The audit, referred to in para 1 hereinabove, will be carried out under the contract signed by the Company with the Auditor within one week from this Resolution Date, following 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 order of the Registry Court to appoint a special expert auditor.

§2

Subject and scope of audit

1. The subject and scope of the audit will include examination of running Company's business to the following extent: (i) the principles and model of cooperation between the Company and the Goodyear Group's entities, which is understood as a capital group controlled by Goodyear Tire and Rubber Company based in Akron, Ohio, USA, whose members are the following companies: 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: "Goodyear Group") including but not limited to Master Sales Agreement dated 1 February 2018 and Master Resale Agreement dated 1 February 2018, concluded by and between the Company and Goodyear Dunlop Tires Operations S.A. with its registered office in Colmar-Berg, Luxembourg; technical assistance and license granting agreement dated 14 August 2014 concluded by and between the Company and Goodyear S.A. with its registered office in Colmar-Berg, Luxembourg; and also service agreement dated 1 January 2006 concluded by and between the Company and

Goodyear Dunlop Tires Operations S.A. with its registered office in Colmar-Berg, Luxembourg (hereinafter jointly referred to as: "Agreements"), including all accounting-related activities performed by the Company under the Agreements and any agreements of an executive nature under these Agreements (hereinafter referred to as "EXECUTIVE AGREEMENTS") and to the extent (ii) regarding loan agreements concluded with the Goodyear Group's entities from 2014 to 2018 (hereinafter referred to as "LOAN Agreements").

2. The exact subject and scope of the audit will comprise: (i) verification of the correctness of the settlement and disclosure in the separate financial statements of the Company in the accounting years 2014 - 2017 and in H1 2018 activities of accounting importance for the Company made as a result of the conclusion of Agreements, Executive Agreements or Loan Agreements the applicable Company during the audited period of applicable tax law and accounting principles, (ii) the economic viability of Agreements, Executive Arrangements and Loan Agreements concluded by the Company, including in particular the analysis of:
 - a. sale of the Company's products to the Goodyear Group entities, in particular:
 - (i) analysis of the mechanism for recognizing the Company's revenues from related entities in the understanding of the Act of 15 February 1992 on income tax from legal entities (uniform text Journal of Laws of 2018, item 1036, as amended); verification of documents related to orders from the Goodyear Group's entities; analysis of potential differences between volumes of ordered and received products;
 - (ii) analysis of prices set in the orders from Goodyear Group member companies; comparison of unit prices of products sold by the Company in 2014-2017 and in H1 2018; comparison of prices of products sold to the Goodyear Group member companies with the prices of products sold to third party customers, i.e. entities not belonging to the Goodyear Group (hereinafter referred to as "Third Party Customers");
 - (iii) analysis of operating costs and gross margin on sales to the Goodyear Group member companies; verification of the cost base for products manufactured for the Goodyear Group member companies and comparison with the cost base of products sold to the Third Party Customers; analysis of the allocation of shared costs by both groups - by the Goodyear Group member companies and by the Third Party Customers and its impact on the recognized margin from both these groups,
 - (iv) analysis of the Company's transfer pricing mechanism and related tax consequences;
 - (v) analysis of marketing costs of the Company in terms of potential costs related to the sale of products to the Goodyear Group member companies;
 - (vi) analysis of research and development (R&D) costs, as well as product manufacturing technology by the Company; verification whether in the audited period the costs were subject to compensation payable to the Goodyear Group member companies through product prices below market conditions; verification whether the know-how transfer took place between the Company and the Goodyear Group member companies , and if so under what terms and conditions;
 - (vii) analysis of administration costs related to the Company's operational adjustment with the Goodyear Group standards; verification whether potential adjustment costs have been charged to the Company;
 - (viii) analysis of the production plan developed by the Company's Management Board from the perspective of discussed orders from the Goodyear Group member companies and Third Party Customers; verification whether production plans are covered with declared orders.
 - b. sales of products to the Third Party Customers, including in particular:
 - (i) analysis of the mechanism of recognizing revenues from Third Party Customers, analysis of potential differences between volumes of ordered and received products

- (ii) analysis of product prices in orders placed by the Third Party Customers; comparison of unit prices of products over time in the 2014-2017 period and in H1 2018;
 - (iii) analysis of operating costs and gross margin on sales to the Third Party Customers; verification of the cost base, analysis of sales and administration costs assigned to the segment of sales to the Third Party Customers; analysis of marketing expenditures over time and its impact on the Company's financial performance;
 - (iv) analysis of the impact of sold product volumes on unit costs, the impact of Agreements on the level of unit production costs for Third Party Customers.
 - c. working capital components (inventories, trade receivables and trade payables) and the impact of Agreements on the amount of working capital, including in particular:
 - (i) comparison of the average production input inventory turnover for Goodyear Group member companies with the level of production input inventories for Third Party Customers;
 - (ii) (comparison of the average turnover of receivables from Goodyear Group member companies with the turnover of receivables from Third Party Customers;
 - (iii) comparison of the average turnover of trade receivables from Goodyear Group member companies with the turnover of trade receivables from Third Party Customers;
 - (iv) verification whether the Company has used the so-called "merchant credit" vis-a-vis the Goodyear Group member companies.
 - d. idle cash management mechanism by the Company; verification of the analysis of the Company's Management Board regarding an option of investing idle cash into financial institutions on the market, verification whether investment of funds into Goodyear Group member companies under Loan Agreements is the most effective investment of the Company's equity;
 - e. economic viability and compliance with the tax law regulations applicable to the Loan Agreements concluded by the Company, in particular with respect to Loan Agreements with an annual maturity using interbank interest rate based on monthly tenors (as opposed to annual tenors), the level of margin applied and the question of lowering the margin from 3pp to 0.1pp (in relation to the loans granted by the Company since June 2016); verification whether income under the Loan Agreements reported by the Company in the fiscal year 2017 was not lowered due to the conclusion of Loan Agreements under the terms and conditions set forth therein, and whether the interest rate specified in the Loan Agreements was determined following arm's length principle;
 - f. calculation of Company's tax liabilities including in particular:
 - (i) analysis of the calculation of the level of tax liabilities, the amount of revenues and costs that represent taxable base and their comparison with the sales volumes and costs analysed in letters a-b above;
 - (ii) analysis of the tax shield level recognized by the Company;
 - g. content of financial reports submitted to the Goodyear Group member companies before their publication date, defining the group of people having access to this information; verification of the correctness of the internal procedure referring to the disclosure of confidential information and financial data by the Company to the Goodyear Group member companies;
 - h. safety of the Company's IT system and internal communication in the Company concerning the access to information and its scope for the Goodyear Group member companies.
- 3. The subject and scope of the study will also include an indication of the economic impact on the Company caused by contingent irregularities identified in connection with the examination of the circumstances indicated in paras. 1. and 2. hereinabove, including in particular tax liabilities of the Company, their impact on the net financial income and Company's equity and whether in the light of circumstances made pursuant to the examination of issues referred to in

paras 1. and 2. hereinabove, it is legitimate to state that the Company's Management Board taking measures in relation to entering and performance of the Agreements, Executive Agreement and Loan Agreements — bearing in mind the principles of reasonable economy — was driven only and exclusively the Company interest and strive for maximization of the Company's profits.

§3

Types of documents the Company should make available to the Chartered Accountant:

1. The Extraordinary General Meeting of the Company puts the Company's Management Board under obligation to make available to the Chartered Account all documents enabling audit conduct in accordance with § 2 of the Resolution, including undertaking all actions enabling the Chartered Accountant to conduct the audit pursuant to Art. 2 of the Resolution, namely providing:
 - a. complete documentation regarding the conclusion of Agreements (including Agreements) and any contingent Agreements (including Executive Agreements) and complete documentation regarding the conclusion of Loan Agreements; including in particular, any documentation regarding the risk assessment related to the conclusion of Agreements, Implementing Arrangements and Loan Agreements by the Company; the validity of collaterals established to the benefit of the Company in connection with the conclusion of Loan Agreements;
 - b. complete financial statements of the Company for the financial years 2014-2017;
 - c. complete corporate documentation of the Company, including the course of meetings of the Management Board and the Supervisory Board of the Company in the period from 1 January 2014 to 9 November 2018;
 - d. production plans developed by the Company's Management Board, including documents confirming the arrangements of the Company's Management Board with distributors and the Goodyear Group member companies to the extent of the production plan being prepared (order documents, correspondence);
 - e. CIT-8 tax returns of the Company for the financial years 2014-2017;
 - f. complete financial documentation, including source documents and data from the accounting system, regarding issues being audited, including in particular purchase invoices for raw materials and intermediate products from Goodyear Group member companies; orders to purchase raw materials and intermediate products submitted by the Company together with pricing terms and conditions and sales invoices to Third Party Customers and to the Goodyear Group member companies; documents confirming the release of products from the Company's warehouse, returns, documents confirming returns, inventory keeping errors;
 - g. complete documentation confirming calculation of the Company tax liabilities;
 - h. complete documentation confirming the analysis by the Company's financial department of an option of depositing idle cash with independent financial market players;
 - i. complete statements of turnovers and balances of the Company in analytical terms for the financial years 2014-2017 and H1 2018 of the accounting year
 - j. data from official computers and official mobile phones of the members of Management and s Supervisory Boards;
 - k. back-up documents or data processed by the Company's computers and servers;
 - l. other documents necessary to carry out an examination of correspondence between the Company's Management Board and the Company's Supervisory Board or members of these Company's bodies and authorities or members of the Goodyear Group member companies in the area covered by the audit.

2. According to art. 84 par. 4 point 3) of the Public Offering Act, the Company's Extraordinary General Meeting of Shareholders puts an obligation the Company's Management Board to provide the Chartered Accountant with documents not later than within 14 calendar days from the date of adoption of this Resolution, or 14 days from the date of issuing a legally binding Registry Court's decision

authorising the Fund to appoint a special Chartered Accountant.

3. The Company's Extraordinary General Meeting of Shareholders puts on obligation on the Company's Management Board to cooperate with the Chartered Accountant in order to enable him to carry out the audit efficiently.

§4

Audit start date and presentation of Audit Report

1. The Chartered Accountant will start work at the date, which follows the date specified in § 3 para. 2 hereinabove.
2. The Chartered Accountant will be entitled to supervise and consult with the Company the process of data sharing and documents to be audited.
3. The Chartered Accountant expert is obliged to perform the activities referred to in § 2 para. 2 in a manner that does not infringe any personal rights of third parties. If the Chartered Accountant acquires information or data representing a trade, technical, business or organizational secret, he will be obliged to keep it in secrecy, unless disclosure of this information or data will be necessary to justify the position included in the audit, or the obligation to disclose it will be required under universally binding legal provisions.
4. The Chartered Accountant is required to submit a written Audit Report to the Management Board and the Supervisory Board of the Company within 1 month from the date of commencement of work pursuant to para. 1 hereinabove.

§5

Resolution comes into force upon adoption.

RESOLUTION No [...]

of the Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. with its registered office in Dębica dated [...] concerning incurring by the Company the costs of convening and holding the Extraordinary General Meeting of the Company.

§ 1

Pursuant to art. 400 § 4 of the Commercial Companies Code, 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

Resolution comes into force upon adoption.

During the voting over the resolution 12.963.600 valid votes were cast, out of 12.963.600 votes, accounting for 93,92% of the share capital of the Company, of which:

1.226.762 "in favour"
11.234.912 "against"
501.926 "abstaining".

As a result of the voting outcome the resolution had not been passed.