

**DEBICA**

**RB 4/2017**

**POLISH FINANCIAL SUPERVISION AUTHORITY  
Current Report No 4/2017**

**Date:** 25 May 2017

**Abbreviated name of issuer:**

DEBICA

**Subject:** Announcement of convention of the General Meeting of Shareholders of Tire Company Debica S.A.

**Legal grounds:**

Art. 402(1) §1 of the Commercial Companies' Code and § 38 par. 1, subpar. 1 of the Ordinance of the Minister of Finance of 19 February 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 (Journal of Laws of 2014, item 133, as amended).

I. The Management Board of Tire Company Debica S.A. (hereinafter referred to as „Company”), acting pursuant to Art. 399 §1 in conjunction with Art 4021 §1 of the Commercial Companies' Code and §19 par. 2 in conjunction with §21 of the Company Statutes, convenes the Ordinary General Meeting of Shareholders to be held on June 22, 2017, at 9:30 a.m. in the City of Debica, (“Cosmos” Community Center of Tire Company Debica S.A. at 3, Ignacego Lisa Street, at the permanent auditorium), and proposes the following agenda:

1. Opening of the Ordinary General Meeting of Shareholders
2. Election of the Chairman of General Meeting of Shareholders
3. Statement of the correctness of the General Meeting of Shareholders convention and its capability to take resolutions.
4. Presentation of the Agenda.
5. Election of the Secretary of the General Meeting of Shareholders
6. Examination and approval of the Company's 2016 Financial Statement comprising Balance Sheet, Profit and Loss Account, Cash Flow Statement, Notes to the Financial Statement.
7. Examination and approval of the Management Board's Report on Company Operations in 2016.
8. Examination and approval of the Supervisory Board's Activity Report in 2016.
9. Adoption of a resolution on profit distribution.
10. Acknowledgement of the fulfilment of duties by the Company's Management Board members in 2016.

11. Acknowledgement of the fulfilment of duties by the Company's Supervisory Board members in 2016.
12. Setting the number of members sitting on the Company's Supervisory Board.
13. Appointment of members to the Company's Supervisory Board.
14. Closing of the Meeting.

II. Precise description of procedures regulating the participation in the Ordinary General Meeting of Shareholders and exercising one's right to vote (pursuant to Art. 402(2), subpar. 2 of the Commercial Companies' Code).

a) shareholder's right to demand adding certain points to the Agenda of the General Meeting of Shareholders.

The shareholder or shareholders representing at least 1/20 of the shareholders' equity (or 1/5 of share capital of the company pursuant to Art. 385, §3 of the Commercial Companies' Code) is/are entitled to demand adding certain points to the Agenda of the General Meeting of Shareholders. A pertinent request should be filed with the Management Board not later than for 21 days prior to the set date for the Ordinary General Meeting i.e. not later than by June 1, 2017 and it should contain rationale or the draft of a resolution concerning the proposed item on the agenda. The request may be filed in writing at the Company's registered office at ul. 1 Maja 1, Room 5, Debica (if the written request has been delivered to the Company by post or by courier post, then the for filing date shall be equal to the request delivery date at the address indicated above) or in an electronic version and sent using a contact form published on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: „[http://debica.com.pl/kontakt\\_wza\\_2017](http://debica.com.pl/kontakt_wza_2017)”.

If the request complies with legal requirements, the Company's Management Board is obliged forthwith, however, not later than 18 days prior to the set date of the Ordinary General Meeting of Shareholders i.e. by June 4, 2017 to make public the modified agenda following a request of the shareholders. The announcement is made using the method proper for the General Meeting convention.

The shareholders or their proxies exercising the above right are obliged to prove their identity and to confirm their authorization to take actions (in compliance with all requirements described in subpar. II, letter d) above), and additionally to prove that they are in the possession of appropriate number of shares as of the date of filing their request, through attachment to the filed request depository certificate(s) issued by the entity keeping securities account on which the Company's shares are recorded, confirming that they are Company shareholders and also that they represent at least one twentieth (1/20) of Company's shareholders' equity (or 1/5 of share capital of the company pursuant to Art. 385, subpar.3 of the Commercial Companies' Code). In case of exercising the above rights using electronic means of communication, the relevant documents shall be sent in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it).

The Company may take appropriate steps to identify further the shareholder(s) and his/their proxy/-ies contacting with the Company in such manner and to revise his/her authorization to exercise such rights.

The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of cooperation on the part of shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent grounds for the Management Board to refuse making a relevant announcement.

Any correspondence concerning the above matters and all draft resolutions shall be made in Polish or – in case of documents in a foreign language – along with a sworn translation in Polish language.

The Company reserves a right to reject the requests forwarded by the shareholders using electronic means of communication to other e-mail addresses than e-mail address specified above or if the shareholders failed to meet the requirements set forth hereinabove.

b) the right to provide draft resolutions concerning matters put on the agenda or matters that are supposed to be added to the agenda before the General Meeting date.

The shareholder or shareholders representing at least one twentieth (1/20) of the shareholders' equity may file in writing draft resolutions on the matters added to the Meeting Agenda or matters to be added to the Agenda, at Company's registered seat located at ul. 1 Maja 1, Room 5, 39-200 Debica or using means of electronic communication (using a contact form published on the Company's website at the address:

"[http://debica.com.pl/kontakt\\_wza\\_2017](http://debica.com.pl/kontakt_wza_2017)")

by sending draft resolutions on the matters already put on the Agenda of the General Meeting or matters to be added to the Agenda of the General Meeting. If the notification complies with law and the formal requirements set forth below, the Company publishes forthwith draft resolutions on its corporate Web site.

The shareholders or their proxies exercising the above right shall facilitate their identification and shall confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereunder), and additionally they shall prove that they have appropriate number of shares at the date of filing a draft resolution(s) by means of attaching to the filing depository certificate(s) issued by the entity keeping securities account or collective account where Company shares are registered confirming that they are Company shareholders and that they represent at least 1/20 of the Company's share capital. In case of exercising the above rights using electronic means of communication, the relevant documents shall be sent in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it).

The Company may undertake relevant further actions used to identify a person representing shareholder(s) contacting with the Company in such manner and to revise his/her authorization to exercise such rights. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of co-operation on the part of shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent grounds for the Management Board to refuse making a relevant announcement.

Any correspondence concerning the above matters and all draft resolutions shall be made in Polish or – in case of documents in a foreign language – along with a sworn translation in the Polish language.

The Company reserves a right to reject the draft resolutions submitted by the shareholders using electronic means of communication in any other manner than using a contact form published on corporate website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: [http://debica.com.pl/kontakt\\_wza\\_2017](http://debica.com.pl/kontakt_wza_2017) if the requirements set forth in Section II, letter a) hereinabove have not been met.

c) the right to table draft resolutions concerning the items put on the General Meeting's Agenda during the course of the General Meeting.

Each of the shareholders duly authorized to attend the General Meeting may in the course of the General Meeting table draft resolutions concerning matters put on the General Meeting's Agenda.

d) a way of exercising right to vote by a proxy

The shareholder may attend the General Meeting and to exercise his rights to vote in person or through his proxy. The Proxy exercises all Shareholder's rights at the General Meeting, unless the Power of Attorney stipulates otherwise. The Proxy may extend a power of attorney to the other parties, if his Power of Attorney assigns him a right to do that. The Proxy may represent more than one shareholder and vote differently using the right to vote attached to shares of each shareholder. The shareholder holding shares deposited on more than one securities account may appoint separate proxies to exercises rights attached to his shares deposited on each such securities account. The shareholder holding shares deposited on a collective account may appoint separate proxies to exercise rights attached to his shares deposited on such securities account.

A Management Board member and a Company employee may act as proxies at the Company's General Meeting. If at the General Meeting a proxy is a Management Board member, a Supervisory Board member, a liquidator, Company employee or a member of Company bodies or Company employee or an employee of co-operative being a subsidiary of the Company, the power of attorney may authorize such person to represent only at one General Meeting. The Proxy shall reveal to the shareholder any circumstances indicated the existence of or potential occurrence of conflict of interests. An extension of further proxy is excluded. A proxy who is a Management Board member, a Supervisory Board member, a liquidator, Company employee or a member of Company bodies or Company employee or an employee of co-operative being a subsidiary of the Company votes in adherence to the instructions given to him by the shareholder.

A power of attorney to attend the General Meeting and to exercise voting rights attached to shares shall be in writing or sent electronically. The extension of a power of attorney electronically does not require a safe electronic signature verifiable using a valid qualified certificate.

The Company shall be notified about the extension of power of attorney electronically using a contact form published on corporate Web site ([www.debica.com.pl](http://www.debica.com.pl)) at the address: "[http://debica.com.pl/kontakt\\_wza\\_2017](http://debica.com.pl/kontakt_wza_2017)" by June 21, 2017, 4:00 p.m. Polish time at the latest and attaching the relevant power of attorney document in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it) signed by the shareholder, or in case of shareholders who are not natural persons by the persons authorized to represent such shareholder.

In order to identify the shareholder extending a power of attorney electronically to the notification about electronic power of attorney the sender shall also attach the following documents in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it):

- if the shareholder extending a power of attorney is a natural person – a scanned identity card, passport or another official document confirming shareholder's identity; or
- if the shareholder extending a power of attorney is not a natural person – a scanned excerpt from a relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder (an excerpt from register indicating persons authorized to represent the shareholder at the date of issuing power of attorney(s) and contingently an uninterrupted sequence of power of attorneys).

Additionally the shareholder sending a notification about extension of electronic power of attorney shall provide the Company with an e-mail address and phone number that could be used by the Company to communicate with the shareholder and his proxy. The Company may take appropriate steps to identify further the shareholder and his proxy. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of co-operation on the part of the shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent sufficient grounds for the Management Board to allow proxy to attend the General Meeting.

Any correspondence concerning the above matters and all documents shall be made in Polish or – in case of documents in a foreign language – along with a sworn translation into the Polish language.

The principal's identification principles shall apply respectively to the Company notification about the cancellation of extended power of attorney. Additionally the Company reserves a right to reject any notifications about extension or cancellation of extended power of attorney forwarded by the shareholders using electronic means of communication to other e-mail addresses than the e-mail address specified above or if the shareholders have failed to meet the requirements set forth hereinabove.

The delivery of the above documents by electronic mail does not relieve the proxy from a duty to produce his identification documents upon drawing up a list of attendance for persons authorized to attend the General Meeting.

A special form for proxy exercising voting rights attached to shares has been published on the corporate website ([www.debica.com.pl](http://www.debica.com.pl)) at the following address: "[http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2017](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2017)". The Proxy is not obliged to vote using the above form. At the same time the Company Management Board advises that if the shareholder has extended a power of attorney with voting instructions attached, the Company will not verify whether proxies exercise voting rights in line with instructions received from shareholders. Additionally the Company does not impose a duty to extend a power of attorney while using electronic means of communication. The Company explains that the shareholder using electronic means of communication bears an exclusive risk of using this form of communication.

Regardless of the above, in order to identify the shareholder, the Management Board reserves the right to demand from each proxy to produce during the process of registration and drawing up of list of attendance:

- if the shareholder (or shareholder extending a power of attorney) is a natural person – a copy confirmed to be identical with original by a notary or another entity authorized to confirm the authenticity of a copy of identity card, passport or another official document confirming shareholder's identity;
- if the shareholder (or shareholder extending a power of attorney) is not a natural person – an original or copy confirmed to be identical with original by a notary or by another entity authorized to confirm authenticity of a copy of a relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting or in case of extending a power of attorney (a valid excerpt from register indicating persons authorized to represent the shareholder at the date of holding General Meeting or a copy of register indicating persons authorized to represent the shareholder at the date of issuing power of attorney(s) and contingently an uninterrupted sequence of power of attorneys).

Additionally in order to identify the proxies arriving to attend the General Meeting, the Management Board reserves the right to demand from each proxy to produce during the process of registration and drawing up of list of attendance:

- if the shareholder extending a power of attorney is a natural person – a scanned identification card, passport or another official document confirming shareholder's identity; or
- if the shareholder (or shareholder extending a power of attorney) is not a natural person – an original or copy confirmed to be identical with original by a notary or by another entity authorized to confirm authenticity of a copy of a relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting or in case of extending a power of attorney (a valid excerpt from register indicating persons authorized to represent the shareholder at the date of holding General Meeting or a copy of register indicating persons authorized to represent the shareholder at the date of issuing power of attorney(s) and contingently an uninterrupted sequence of power of attorneys).

Any documents in foreign languages shall be translated into the Polish language by a sworn translator.

e) no option to participate and present one's position during the General Meeting using means of electronic communication and no option to exercise one's voting rights through correspondence or using means of electronic communication.

The Company Statutes does not provide for an option of participation, expressing one's opinion during the General Meeting, nor to vote using means of electronic communication. The Rules of the General Meeting of Shareholders do not provide for an option of casting votes via correspondence.

In relation to the above, the Company does not envisage the usage of forms at the Ordinary General Meeting that would allow to exercise one's voting rights via correspondence (specimen forms have been published on the Company's Website at the following address: "[http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2017wza](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2017wza)" and they refer exclusively to voting through proxies who will be present at the General Meeting of Shareholders).

### III. Record Day (pursuant to Art. 402(2), subpar. 3 of the Commercial Companies' Code)

The record day for the attendance at the General Meeting shall be June 6, 2017.

### IV. The right to attend the General Meeting (pursuant to Art. 402(2), subpar. 4 of the Commercial Companies' Code)

The right to attend the General Meeting of Shareholders is enjoyed only and exclusively by the persons who are Company shareholders sixteen (16) days prior to the date of holding the General Meeting of Shareholders (i.e. June 6, 2017).

Pursuant to Art. 406(3) §6 and §7 of the Commercial Companies' Code the Company will establish a list of attendance with the shareholders entitled to attend the General Meeting on the grounds of a list provided by entity keeping the depository for securities (i.e. the National Depository for Securities S.A. in Warsaw) that is drawn up on the grounds of personal certificates about the right to attend the General Meeting of Shareholders. In relation to the above the shareholder intending to exercise his right to attend the General Meeting of Shareholder shall additionally request, not earlier than May 25, 2017 and not later than June 7, 2017, that such personal certificate be issued by the entity keeping securities account or in case of shareholders entitled to exercise rights attached to Company shares such shareholders should request that the personal certificate about a right to attend the General Meeting be issued in Polish or English language by the holder of collective account where Company shares are recorded.

On June 19, 20, 21, 2017 between 8:00 a.m. and 4:00 p.m. at the registered office of the Company at the address: ul. 1 Maja 1, Room No. 5, 39-200 Debica the List of Shareholders entitled to attend the General Meeting of Shareholders will be displayed for inspection. Any shareholder may request the List of Shareholders to be sent to him free-of-charge electronically, providing earlier his e-mail address. Such request may be filed electronically using a contact form, which is published on the corporate Web site ([www.debica.com.pl](http://www.debica.com.pl)) at the address: „[http://debica.com.pl/kontakt\\_wza\\_2017](http://debica.com.pl/kontakt_wza_2017)”. The shareholders or their proxies filing such request are obliged to facilitate their identification and to confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereinabove).

### V. Providing access to documentation (pursuant to Art. 402(2), subpar. 5 of the Commercial Companies' Code)

Persons authorized to attend the General Meetings may get access to full and complete documentation that will be presented at the General Meeting including draft resolutions at the Company's registered office at 1 Maja 1, Room 5, 39-200 Debica or at corporate website ([www.debica.com.pl](http://www.debica.com.pl)) at the following address: „[http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie/wza\\_2017/materialy\\_z\\_wza](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie/wza_2017/materialy_z_wza)”.

VI. Corporate website (pursuant to Art. 402(2), subpar. 6 of the Commercial Companies' Code). The Company will provide access to any information about the General Meeting at its corporate Website at the address: „[http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2017](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2017)”.

In case of doubts or queries about the attendance of the General Meeting please contact with the Company using a contact form published on corporate website at the address:

„[http://debica.com.pl/kontakt\\_wza\\_2017](http://debica.com.pl/kontakt_wza_2017)”. The shareholders or their proxies getting in touch with the Company shall facilitate their identification and to confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereinabove).

The Company may undertake relevant further actions used to identify a person representing shareholder(s) contacting with the Company in such manner and to revise his/her authorization to exercise such rights. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of co-operation on the part of shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent grounds for the Management Board to refuse making a relevant announcement.

The Company reserves a right to reject any attempts of contact made by the shareholders using electronic means of communication at other e-mail addresses than the e-mail address specified above or if the shareholders have failed to meet the requirements set forth hereinabove.

At the same time the Company's Management Board advises that any matters not covered by this announcement are subject to the provisions of the Commercial Companies' Code, Company's Statutes and Rules of General Meeting of Shareholders and therefore requests the Company shareholders to get familiar with these regulations.

VII. Information about total number of Company shares and number of votes attached to Company shares (402(3), §1, par. 2 of the Commercial Companies' Code).

Pursuant to Art. 402(3), §1 par. 2 of the Commercial Companies' Code the Company's Management Board advises that the Company's shareholders' equity divides into 13,802,750 (in words: thirteen million eight hundred two thousand seven hundred fifty) shares with a par value of PLN 8.00 (in words: eight) each. All Company shares are bearer shares and are not convertible into registered shares. Each share entitles to one vote at the General Meeting.

VIII. House-keeping matters

The persons entitled to attend the General Meeting will be able to register themselves and receive their ballot cards on the day of holding the General Meeting from 8:30 a.m. to 9:30 a.m.



IX. Draft Resolutions of the Ordinary General Meeting of Shareholders.

**Resolution No. 1**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

**The General Meeting of Shareholders of Tire Company Debica S.A. elects Ms./Mr.  
..... as the Chair of the  
Ordinary General Meeting of Shareholders.**

**Resolution No. 2**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The General Meeting of Shareholders of Tire Company Debica S.A. resolves to adopt the following agenda:

1. Opening of the Ordinary General Meeting of Shareholders
2. Election of the Chairman of General Meeting of Shareholders
3. Statement of the correctness of the General Meeting of Shareholders convention and its capability to take resolutions.
4. Presentation of the Agenda.
5. Election of the Secretary of the General Meeting of Shareholders
6. Examination and approval of the Company's 2016 Financial Statement comprising Balance Sheet, Profit and Loss Account, Cash Flow Statement, Notes to the Financial Statement.
7. Examination and approval of the Management Board's Report on Company Operations in 2016.
8. Examination and approval of the Supervisory Board's Activity Report in 2016.
9. Adoption of a resolution on profit distribution.

10. Acknowledgement of the fulfilment of duties by the Company's Management Board members in 2016.
11. Acknowledgement of the fulfilment of duties by the Company's Supervisory Board members in 2016.
12. Setting the number of members sitting on the Company's Supervisory Board.
13. Appointment of members to the Company's Supervisory Board.
14. Closing of the Meeting.

**Resolution No. 3**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The General Meeting of Shareholders of Tire Company Debica S.A. elects Ms./Mr.  
..... as the Secretary of the Ordinary General Meeting of Shareholders.

**Resolution No. 4**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The General Meeting of Shareholders of Tire Company Debica S.A. . (hereinafter referred to as "Company") hereby approves the 2016 Financial Statement, submitted on June 22, 2017, consisting of the following documents:

- Balance Sheet as at December 31, 2016
- Profit and Loss Account for 2016
- Cash Flow Statement for 2016
- Notes to the 2016 Financial Statement.

**Resolution No. 5**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby approves the 2016 Directors' Report.

**Resolution No. 6**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

**TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby approves the Supervisory Board Report on its Operations for 2016.

**Resolution No. 7**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**

**TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The General Meeting of Shareholders of Tire Company Debica S.A. following a request of the Company's Management Board, with a positive opinion given by the Supervisory Board, adopts a resolution on the distribution of the Company's 2016 profit amounting to PLN 64 753 253,38 (in words: sixty four million seven hundred fifty three thousand two hundred and fifty three and 38/100 Polish zlotys) as follows:

1. to allocate the amount of PLN 32 436 462.50 for the dividend payment to the shareholders, setting the day of August 21, 2017 as the date of acquiring rights to the dividend (dividend date) and December 19, 2019, as the dividend payment date owing to seasonal nature of Company business.

2. to allocate the amount of PLN 32 316 790,88 to the Company's reserve capital,

The amount allocated to the Company's reserve capital may be also appropriated for the distribution among shareholders in the subsequent accounting years including advance payment of dividend.

**Resolution No. 8**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A..**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Stanislaw Cieszkowski, the President of the Company's Management Board.

**Resolution No. 9**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A..**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Michał Mędrek, a member of the Company's Management Board.

**Resolution No. 10**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A..**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Leszek Szafran, a member of the Company's Management Board.

**Resolution No. 11**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Ireneusz Maksymiuk, a member of the Company's Management Board.

**Resolution No. 12**

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

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2015 by Jacek Pryczek, Chairman of the Company's Supervisory Board.

**Resolution No. 13**

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

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Dominikus Golsong, Vice-Chairman and a member of the Company's Supervisory Board.

**Resolution No. 14**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Karl Brocklehurst, a member of the Company's Supervisory Board.

**Resolution No. 15**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Maciej Mataczynski, a member and Secretary of the Company's Supervisory Board.

**Resolution No. 16**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Ms. Renata Kowalska - Andres, a member of the Company's Supervisory Board.

**Resolution No. 17**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Lukasz Redziniak, a member of the Company's Supervisory Board.

**Resolution No. 18**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Janusz Ras, a member of the Company's Supervisory Board.

**Resolution No. 19**

**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**OF TIRE COMPANY DEBICA S.A.**

**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby acknowledges the fulfilment of duties in 2016 by Mr. Piotr Wojcik, a member of the Company's Supervisory Board.

**Resolution No. 20**  
**OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF**  
**TIRE COMPANY DEBICA S.A.**  
**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby resolves that the Company's Supervisory Board will have ..... members during the term of office commencing on June 22, 2017.

**Resolution No. 21**  
**ORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**OF TIRE COMPANY DEBICA S.A.**  
**dated June 22, 2017**

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. (hereinafter referred to as "Company") hereby appoints Ms./Mr. .... as a member of the Company's Supervisory Board for the term of office commencing on June 22, 2017.

(The above resolution has to be repeated the right number of times, depending on the wording of Resolution No. 21)