

**POLISH FINANCIAL SUPERVISION AUTHORITY**  
**Current Report No 6/2019**

**Date:** April 3, 2019

**Abbreviated name of issuer:**  
DEBICA

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

**Legal grounds:**

Art. 56 item 1 (2) of the Act on Public Offering Act Extraordinary General Meeting 2019

The Management Board of Tire Company Dębica S.A. (hereinafter referred to as the "Company") in connection with the request to convene an Extraordinary General Meeting and include certain issues in the agenda of this meeting in order to adopt a resolution on the appointment of an auditor for special issues (hereinafter referred to as the "Request") submitted by Rockbridge Investment Fund Company S.A., acting as a managing body and representing the following investment funds

1. ALTER FUNDUSZ INWESTYCYJNY ZAMKNIĘTYWNY AKTYWNY AKCJI with its registered office in Warsaw, numbered in the register of investment funds: 1090,
2. ALTER INVESTMENT FUND CLOSED by ACTIVE ALCOUNTRY OF DIDENDING COMPANIES with its registered office in Warsaw, with the number in the register of investment funds: 837,
3. ALTER ABSOLUTNEJ STOP OF THE RETURN OF THE INVESTMENT CASTLE FUND with its registered office in Warsaw, with separate sub-funds: The Absolute Rate of Return Sub-Fund for Foreign Markets and the Absolute Rate of Return Sub-Fund for the Polish Market, with the number in the register of investment funds: 487,
4. ALTER ABSOLUTNEJ STOP OF THE RETURN OF THE INVESTMENT FUND OF THE POLISH MARKET 2 with its registered office in Warsaw, with the number in the register of investment funds: 757,
5. ALTERNATIVE ABSOLUTE RATE OF RETURN INVESTMENT FUND CLOSED FOREIGN MARKETS 2 with its registered office in Warsaw, with the number in the register of investment funds: 959,
6. ALTER FUNDUSZ INWESTYCYJNY ZAMKNIĘTY AKCJI+ with its registered office in Warsaw, with the number in the register of investment funds: 946,
7. ALTER MARKET NEUTRAL HIGH DIVIDEND FUNDUSZ INWESTYCYJNY ZAMKNIĘTY with its registered office in Warsaw, with the number in the register of investment funds: 1596,

(hereinafter: "funds managed by Rockbridge TFI S.A."), which together hold 807,014 ordinary bearer shares of the company under the name: Tire Company Dębica S.A., constituting in total 5.84% of the share capital of Firma Oponiarska Dębica Spółka Akcyjna, acting pursuant to art.

399 § 1 in conjunction with art. 400 § 1, art. 402(1) § 1 of the Commercial Companies Code and § 20 (3) of the Company's Articles of Association, convenes an Extraordinary General Meeting ("Meeting") on 25 June 2019 at 2 p.m. at the Company's registered office (Debica, Dom Kultury "Kosmos", Ignacego Lisa 3 Street - auditorium), 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. 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. Adoption of 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.
7. Adoption of a resolution on incurring by the Company the costs of convening and holding the Extraordinary General Meeting of the Company.
8. Closing the debates of the Extraordinary General Meeting of the Company.

The content of the Request together with draft resolutions presented by funds managed by Rockbridge TFI S.A. are attached to the report.

The request was accompanied by an offer of UHY ECA sp. z o.o. sp. k. to conduct research services for the price of PLN 259,000 net, which may be increased by justified and documented costs of business trips, courier services, court fees, stamp duties, notary fees, necessary to execute the order.

The scope of the offer includes "carrying out agreed procedures (in accordance with Article 84 of the Act of 29 July 2005. on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies, based on the National Related Services Standard 4400 - Agreed Procedures concerning Financial Information (KSUP 4400) in the wording of the International Related Services Standard 4400 (MSUP 4400), including verification of the correctness of settlement and disclosure in the Company's separate financial statements for the financial years 2014-2018 of activities of accounting and tax significance for the Company carried out as a result of the conclusion of Agreements, Executive Agreements or Loan Agreements in view of the relevant provisions of generally applicable law applicable to the Company in the audited period, including in particular the tax law and accounting principles, as well as the economic legitimacy of their conclusion by the Company".

II. A precise description of the procedures for participation in the General Meeting and the exercise of voting rights (in accordance with Article 402 (2) point 2 of the CCC):

a) the right of a shareholder to request placing specific matters on the agenda of the Meeting.

According to art. 401 § 1 of the Commercial Companies Code, the shareholder or shareholders representing at least 1/20 of the share capital have the right to request that certain matters be put on the agenda of the Meeting. The request should be submitted to the Management Board of the Company not later than 21 days before the set date of the General Meeting, i.e. no later than June 4, 2019 and should contain a justification or a draft resolution regarding the proposed agenda item. The request may be submitted in writing at the registered office of the Company at ul. 1 Maja 1, room 5, 39-200 Dębica (however, if a request is sent in writing to the Company by post or courier, the date of its submission is the date of delivery of the parcel to the above

address) or in electronic form and sent only to the address electronic mail, located on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address:  
[http://debica.com.pl/kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019)

If the request meets the requirements of law, the Management Board of the Company is obliged immediately, but not later than 18 days before the set date of the General Meeting, ie until June 7, 2019 to announce changes to the agenda introduced at the request of shareholders. The announcement is made in a manner appropriate for convening the General Meeting.

Shareholders or their proxies, exercising this authorization, are obliged to enable their identification and confirm their authorization (in accordance with all the requirements described in point II d) below), and also to demonstrate the possession of the appropriate number of shares as at the date of request by attaching to the request depository certificates (a) issued by the entity maintaining the securities account or a collective account on which shares of the Company are registered, confirming that they are shareholders of the Company and that they represent at least 1/20 of the share capital of the Company. If you exercise the above rights using electronic means of communication, the documents should be sent in PDF format (or other format that does not allow you to edit the document, but allows its reading by the Company).

The Company may take appropriate further actions to identify the person representing the shareholder (s) contacting the Company in this way and to verify his or her right to perform the above-mentioned rights. The verification may consist, in particular, in a return question in the form of a telephone or e-mail to the shareholder and proxy in order to confirm the fact of granting the power of attorney. The company stipulates that the lack of response and cooperation between the shareholder or the attorney during verification will be treated as a lack of verification and will be the basis for refusal by the Management Board to make an appropriate announcement.

All correspondence in the above-mentioned matters and all draft resolutions should be provided in Polish or - in the case of documents in a foreign language - together with a sworn translation into Polish.

The company stipulates that requests made by shareholders using electronic communication means other than via the e-mail address indicated above or without meeting the requirements set out above will not be taken into account.

b) the right to submit draft resolutions regarding matters included in the agenda or matters that are to be included in the agenda before the date of the General Meeting.

According to art. 401 § 4 of the Commercial Companies Code, a shareholder or shareholders representing at least 1/20 of the share capital may, prior to the date of the General Meeting, submit in writing at the registered office of the Company at: Legal Department, Tire Company Dębica S.A., ul. 1 Maja 1, 39-200 Dębica or using electronic means of communication (using the email address provided on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the following address: "[http://debica.com.pl/kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019)) draft resolutions regarding matters included in the agenda of the Meeting or matters that are to be included in the agenda. If the application meets the legal requirements and the formal requirements described below, the Company shall immediately publish draft resolutions on the Company's website.

Shareholders or their proxies exercising the above authorization are required to enable their identification and confirm their authorization (in accordance with all the requirements described in point II d) below), and also to demonstrate the possession of an appropriate number of shares as of the day of submitting the draft or draft resolutions, enclosing with the application depository certificates (a) issued by the entity maintaining the securities account or a collective account on which shares of the Company are registered, confirming that they are shareholders of the Company and that they represent at least 1/20 of the share capital of the Company. If you exercise the above rights using electronic means of communication, the documents should be sent in PDF format (or other format that does not allow you to edit the document, but allows its reading by the Company).

The Company may take appropriate further actions to identify the person representing the shareholder (s) contacting the Company in this manner and to verify his / her right to perform the above-mentioned rights. The verification may consist, in particular, in a return question in the form of a telephone or e-mail to the shareholder and proxy in order to confirm the fact of granting the power of attorney. The company stipulates that the lack of response and cooperation of the shareholder or attorney during verification will be treated as a lack of verification and will be the basis for refusal by the Management Board to appropriate model.

All correspondence in the above matters and all draft resolutions should be provided in Polish or - in the case of documents in a foreign language - together with a sworn translation into Polish.

The Company stipulates that draft resolutions submitted by shareholders using electronic communication means in a different way than via the electronic mail address, located on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the following address: "[http://debica.com.pl / kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019)" without complying with the requirements set out in point II a) above, will not be taken into account.

c) the right to submit draft resolutions regarding matters added to the agenda during the Meeting.

According to art. 401 § 5 of the Commercial Companies Code, each shareholder entitled to participate in the General Meeting may submit draft resolutions regarding matters included in the agenda during the General Meeting.

d) the manner of exercising the voting right by a proxy.

A shareholder may participate in the General Meeting and exercise the right to vote in person or by proxy. The proxy exercises all the shareholder's rights at the Meeting, unless otherwise stated in the power of attorney. The proxy may grant further power of attorney if it results from the power of attorney. A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. A shareholder who holds shares registered on more than one securities account may appoint separate proxies to exercise the rights attached to shares registered on each account. A shareholder holding shares registered on a collective account may appoint separate proxies to exercise the rights attached to shares registered in that account. A member of the Management Board and an employee of the Company may be proxies at the General Meeting of the Company. If the proxy at the General Meeting is a member of the Management Board, a member of the Supervisory Board, liquidator, employee of

the Company or a member of bodies or employee of a company or cooperative subsidiary of the Company, the power of attorney may authorize to represent only one General Meeting. The proxy is obliged to disclose to the shareholder circumstances indicating the existence or the possibility of a conflict of interests. Granting a further power of attorney is excluded. A proxy who is a member of the Management Board, a member of the Supervisory Board, liquidator, employee of the Company or a member of bodies or employee of a company or a cooperative subsidiary of the Company, votes in accordance with the instructions provided by the shareholder.

e) lack of ability to participate and speak during the Meeting using electronic means of communication and lack of ability to exercise the right to vote by correspondence or using electronic means of communication.

The Company's Articles of Association do not provide for the possibility of participating, speaking during the Meeting or voting using electronic means of communication. The Regulations of the Meeting do not allow voting by correspondence.

In connection with the above, the Company does not plan to use at the Meeting forms allowing the exercise of voting rights by mail. Forms forms available on the Company's website at "[http://debica.com.pl/relacje-inwestorskie/materialy\\_nwza\\_2019](http://debica.com.pl/relacje-inwestorskie/materialy_nwza_2019)" and refer only to voting through proxies who will be present at the General Meeting.

f) Choosing the supervisory board by voting in separate groups

According to art. 385 § 3 of the Commercial Companies Code, at the request of shareholders representing at least one fifth of the share capital, the election of the Supervisory Board may be made by the Assembly by voting in separate groups.

III. Registration day (pursuant to Article 402 (2) point 3 of the CCC)

The record day is the 9th of June 2019 (sixteen days prior to the date of the Meeting).

IV. The right to participate in the Assembly (in accordance with article 402 (2) point 4 of the Commercial Companies Code)

Only persons who are shareholders of the Company on the day of registration of participation in the General Meeting are entitled to participate in the General Meeting, ie on 9 June 2019.

According to art. 406 (3) § 6 and § 7 of the CCC, the Company establishes a list of shareholders entitled to participate in the Meeting on the basis of a list prepared by the entity keeping the securities deposit (i.e. Krajowy Depozyt Papierów Wartościowych SA in Warsaw), which list is drawn up on the basis of personal certificates on the right to participate in the Assembly. In connection with the above, a shareholder intending to exercise his right to participate in the General Meeting should also request, no sooner than after the announcement of the General Meeting and no later than June 10, 2019, issue such a personal certificate from the entity maintaining the securities account or request for persons those entitled to the Company's shares on omnibus accounts, issuing a personal certificate of entitlement to participate in the General Meeting prepared in Polish or English, from the omnibus account holder on which shares of the Company are registered.

On 20, 21, 24 June 2019, between 9:00 and 17:00 at the registered office of the Company at ul. 1 Maja 1, room 5, 39-200 Dębica, a list of shareholders entitled to participate in the General

Meeting will be available for inspection. A shareholder may request that the list of Shareholders be sent to him free of charge by e-mail, giving the address to which the list should be sent. This request may be submitted in electronic form by means of an e-mail address located on the Company's website at the address: "[http://debica.com.pl/kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019)". Shareholders or their proxies submitting such a request are obliged to enable their identification and confirm their authorization (in accordance with all the requirements described in item II d) above).

IV. The right to participate in the Assembly (in accordance with article 402 (2) point 4 of the Commercial Companies Code)

Only persons who are shareholders of the Company on the day of registration of participation in the General Meeting are entitled to participate in the General Meeting, ie on 9 June 2018. According to art. 406 (3) § 6 and § 7 of the CCC, the Company establishes a list of shareholders entitled to participate in the Meeting on the basis of a list prepared by the entity keeping the securities deposit (ie Krajowy Depozyt Papierów Wartościowych SA in Warsaw), which list is drawn up on the basis of personal certificates on the right to participate in the Assembly. In connection with the above, a shareholder intending to exercise his right to participate in the General Meeting should also request, no sooner than after the announcement of the General Meeting and no later than June 10, 2019, issue such a personal certificate from the entity maintaining the securities account or request for persons those entitled to the Company's shares on omnibus accounts, issuing a personal certificate of entitlement to participate in the General Meeting prepared in Polish or English, from the omnibus account holder on which shares of the Company are registered.

On 20, 21, 24 June 2019, between 9:00 and 17:00 at the registered office of the Company at ul. 1 Maja 1, room 5, 39-200 Dębica, a list of shareholders entitled to participate in the General Meeting will be available for inspection. A shareholder may request that the list of Shareholders be sent to him free of charge by e-mail, giving the address to which the list should be sent. This request may be submitted in electronic form by means of an e-mail address located on the Company's website at the address: "[http://debica.com.pl/kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019)". Shareholders or their proxies submitting such a request are obliged to enable their identification and confirm their authorization (in accordance with all the requirements described in item II d) above).

V. Providing documentation (in accordance with Article 402 (2) point 5 of the CCC).

Persons entitled to participate in the General Meeting may obtain full documentation to be presented at the Meeting and draft resolutions at the registered office of the Company at ul. 1 Maja 1, room No. 5, 39-200 Dębica or on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: "[http://debica.com.pl/relacje-inwestorskie/materialy\\_nwza\\_2019](http://debica.com.pl/relacje-inwestorskie/materialy_nwza_2019)".

VI. Website address (in accordance with Article 402 (2) point 6 of the Commercial Companies Code).

The company will provide all information regarding the Meeting on the Company's website at the address: "[http://debica.com.pl/relacje-inwestorskie/materialy\\_nwza\\_2019](http://debica.com.pl/relacje-inwestorskie/materialy_nwza_2019)".

In case of any questions or doubts related to participation in the General Meeting, please contact the Company using e-mail addresses on the Company's website at: "[http://debica.com.pl/kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019)". Shareholders or their proxies contacting the Company should enable their identification and confirm their authorization (in accordance with all the requirements described in point II d) above). The Company may take appropriate further actions to identify the person representing the shareholder (s) contacting the

Company in this manner and to verify his / her right to perform the above-mentioned rights. The verification may consist, in particular, in a return question in the form of a telephone or e-mail to the shareholder and proxy in order to confirm the fact of granting the power of attorney. The company stipulates that the lack of response and cooperation of the shareholder or attorney during verification will be treated as a lack of verification and will be the basis for refusal by the Management Board to make an appropriate announcement. The Company stipulates that attempts to contact shareholders using electronic communication means in a different way than via the e-mail addresses specified above or without meeting the requirements set out above, will not be taken into account. At the same time, the Management Board of the Company informs that in matters not covered by this announcement, the provisions of the Commercial Companies Code, the Company's Statute and the Regulations of the General Meeting apply and therefore asks the Company's shareholders to familiarize themselves with the above regulations.

VII. Information on the total number of shares in the Company and the number of votes attached to these shares (402 (3) § 1 point 2 of the Commercial Companies Code).

According to art. 402 (3) § 1 point 2 of the Commercial Companies Code, the Company's Management Board informs that as at the announcement of the General Shareholders Meeting, the Company's share capital is divided into 13,802,750 shares (say: thirteen million, eight hundred two thousand seven hundred and fifty shares) with a nominal value of PLN 8.00 (eight zloty) each, entitling in total to 13 802 750 votes (in words: thirteen million eight hundred two thousand seven hundred and fifty votes) at the Meeting. All Company shares are bearer shares and are not subject to conversion into registered shares. Each share gives the right to one vote at the Meeting.

VIII. Organizational information.

Persons authorized to participate in the General Meeting will be able to register and receive a voting card on the day and place of the Meeting at 12: 00-13: 00.

The power of attorney to participate in the General Meeting and exercise the voting right must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a secure electronic signature verified by means of a valid qualified certificate. The Company should be notified of the granting of an electronic power of attorney using the e-mail address provided on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at: [http://debica.com.pl/kontakt\\_nwza\\_2019](http://debica.com.pl/kontakt_nwza_2019), no later than June 24, 2019 up to 17:00 Polish time, enclosing the power of attorney document in PDF format (or any other format that does not allow the document to be edited, but allows its reading by the Company) signed by the shareholder or in the case of shareholders other than Physical - by persons authorized to represent the shareholder.

In order to identify the shareholder granting the power of attorney in electronic form, the following attachments in PDF format (or other format that does not allow editing the document, but allow its reading by the Company) should be attached to the notification:

- in the case of a shareholder granting a proxy who is a natural person - a scanned identity card, passport or other official document confirming the shareholder's identity;
- in the case of a shareholder granting a power of attorney other than a natural person - scan a copy of the relevant register or other document confirming the authorization of a natural person

to represent the shareholder (excerpt from the register indicating persons authorized to represent the shareholder on the date of issuing proxies (a) and possibly uninterrupted string of powers).

In addition, the shareholder, sending a notification of granting a proxy in electronic form, simultaneously sends to the Company an email address and telephone number through which the Company will be able to communicate with the shareholder and his proxy. The company may take appropriate actions to further identify the shareholder and proxy. The verification may consist, in particular, in a return question in the form of a telephone or e-mail to the shareholder and proxy in order to confirm the fact of granting the power of attorney. The company stipulates that the lack of response and cooperation between the shareholder or the attorney during verification will be treated as the inability to verify the granting of the power of attorney and will be the basis for refusing to allow the proxy to participate in the General Meeting.

All correspondence in the above-mentioned matters and all documents should be provided in Polish or - in the case of documents in a foreign language - together with a sworn translation into Polish. Principles regarding the identification of the principal apply accordingly to the notification of the Company on the revocation of the power of attorney granted. The Company also stipulates that notices of granting or revoking power of attorney provided by shareholders using electronic communication means in a manner other than via the e-mail address indicated above or without meeting the requirements set out above, will not be taken into account.

Electronic transmission of the above documents does not exempt from the obligation to present by the proxy, when preparing the list of attendance of persons authorized to participate in the General Meeting, documents for its identification.

A model form for exercising the voting right by a proxy has been posted on the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at the address: "[http://debica.com.pl/relacje-inwestorskie/materialy\\_nwza\\_2019](http://debica.com.pl/relacje-inwestorskie/materialy_nwza_2019)".

The proxy is not obliged to vote using the abovementioned form. At the same time, the Management Board of the Company informs that if a shareholder grants a power of attorney along with instructions on how to vote, the Company will not verify whether the proxies exercise voting rights in accordance with the instructions they have received from the shareholders. In addition, the Company does not impose an obligation to grant power of attorney using electronic means of communication. The company stipulates that a shareholder using electronic means of communication bears the exclusive risk associated with the use of this form.

Notwithstanding the above, for the purpose of identifying a shareholder, the Management Board reserves the right to demand that each attorney present upon registration and preparation of the attendance list:

- in the case of a shareholder (or a shareholder granting a power of attorney) being a natural person - a copy certified as a true copy by a notary or other entity authorized to certify a copy of a personal ID, passport or other official document confirming the shareholder's identity;
- in the case of a shareholder (or a shareholder granting a power of attorney) other than a natural person - an original or a copy certified for compliance with a original by a notary or other entity authorized to certify a true copy of the relevant register or other document confirming the authorization of a natural person to represent a shareholder at the Meeting or when granting a



power of attorney (ie a current copy from the register indicating persons authorized to represent the shareholder on the date of the General Meeting or a copy from the register indicating persons authorized to represent the shareholder on the date of issuing proxies (a) and possibly uninterrupted sequence of powers of attorney) .

In addition, in order to identify the attorneys who file for the Assembly, the Management Board of the Company reserves the right to demand from each of them when registering and preparing the attendance list:

- in the case of a proxy being a natural person - an identity card, passport or other official document confirming the identity of the proxy;- in the case of a proxy other than a natural person - an original or a copy confirmed as a true copy by a notary public or other entity authorized to certify a true copy of the relevant register or other document confirming the authorization of a natural person to represent a proxy at the Meeting ( this is a current copy from the register indicating the persons authorized to represent the proxy at the date of the General Meeting and possibly an uninterrupted sequence of powers of attorney). Documents in foreign languages should be translated into Polish by a certified translator.