

Warsaw, 18 March 2019

Rockbridge Towarzystwo Funduszy Inwestycyjnych S.A.

ul. Marszałkowska 142,

00-061 Warszawa,

National Court Register No.

KRS 0000002970

Management Board

Tire Company Dębica S.A.

ul. 1 Maja 1

39-200 Dębica

National Court Register No.: 0000045477

REQUEST FOR THE CONVENTION OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

CALLED TIRE COMPANY DĘBICA S.A.

AND ADDING CERTAIN ITEMS ON THE AGENDA OF SUCH MEETING

IN ORDER TO ADOPT A RESOLUTION ON THE APPOINTMENT OF THE SPECIAL-PURPOSE AUDITOR

Acting on behalf of the Company called: Rockbridge Towarzystwo Funduszy Inwestycyjnych S.A. with its registered office in Warsaw (00-061), at ul. Marszałkowska 142, entered under No. KRS 0000002970 into the Entrepreneurs' Register of the National Court Register, kept by the District Court for the Capital City of Warsaw in Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register, Tax ID (NIP) No.: 5272153832, with share capital totalling PLN 29.501.336,00, fully brought up (hereinafter referred to as: "ROCKBRIDGE TFI"), which acts in the capacity of the management body and represents the following investment funds:

1. ALTER CLOSED-END, ACTIVE, EQUITY INVESTMENT FUND, WITH ITS REGISTERED OFFICE IN WARSAW, ENTERED INTO INVESTMENT FUND REGISTER UNDER NO.: 1090,
2. Alter Closed-End, Active Allocation of Dividend Companies' Investment Fund, with its registered office in Warsaw, entered into investment fund register under No.: 837,
3. ALTER CLOSED-END INVESTMENT FUND OF ABSOLUTE RATE OF RETURN with its registered office in Warsaw, with separated subfunds: Subfund of Absolute Rate of Return in Foreign Markets and Subfund of Absolute Rate of Return in the Polish Market, entered into the investment fund register under No.: 487,
4. Alter, 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.: 757,
5. Alter Closed-End, Absolute Rate of Return Investment Fund of Foreign Markets 2 , with its registered office in

6. **ALTER CLOSED END, EQUITY+ INVESTMENT FUND** with its registered office in Warsaw, entered into the investment fund register under No.: 946,
7. **ALTER MARKET NEUTRAL HIGH DIVIDEND, CLOSED-END INVESTMENT FUND WITH ITS REGISTERED OFFICE IN WARSAW ENTERED UNDER No.....** into investment fund register: 1596

(hereinafter referred jointly to as: "FUNDS")

which hold jointly 807,014 ordinary bearer shares in the company called: Tire Company Dębica S.A., with its registered office in the City of Dębica at 1 Maja 1, 39-200 Dębica, entered into the Entrepreneurs' Register kept by the District Court in Rzeszów, 12th Commercial Division of the National Court Register, under No. KRS : 0000045477, REGON Statistical No.: 850004505, Tax ID (NIP) No. 8720003404, with share capital totalling PLN 110.422.000,00, fully brought up (hereinafter referred to as: "COMPANY"), accounting jointly for 5.84% of the Company's share capital (documents confirming representation of the Funds and their shareholders' status are attached hereto),

**Pursuant to Art. 1 of the Act of 29 July 2005 on Public Offering, Terms and Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies** (hereinafter referred to as "**PUBLIC OFFERING ACT**") in conjunction with **Art. 400 § 1 of the Commercial Companies' Code** (hereinafter referred to as: "**the Code**") we request to convene forthwith the **Extraordinary General Meeting of Shareholders** (hereinafter also referred to as: "**the Extraordinary Meeting**"), and also to add to the **Agenda of the Extraordinary Meeting the following items:**

- "1. *Opening of the Company's Extraordinary General Meeting of Shareholders.*
2. *Election of the Chairman of the Company's Extraordinary General Meeting of Shareholders.*
3. *Acknowledgment of correctness of convention of the Extraordinary General Meeting of Shareholders and its capacity to adopt resolutions.*
4. *Adoption of the Agenda of the Extraordinary General Meeting of Shareholders.*
5. *Contingent election of the Secretary of the Company's Extraordinary General Meeting of Shareholders.*
6. *Adoption of a resolution concerning the appointment of special-purpose auditor to audit, at the expense of Company, certain issues related to running Company business.*
7. *Adoption of a resolution on the coverage of the costs of convention and holding Extraordinary General Meeting of Shareholders by the Company.*
8. *Closing of the Extraordinary General Meeting of Shareholders".*

At the same time, in conjunction with Art. 84, par. 4, subpar. 1 of the on the Public Offering Act indicates that hereby the Funds agree that the requested audit will be carried out by a special-purpose auditor in the person of Mr **Roman Seredyński, PhD** (Personal Identification No. PESEL 76080404791, (hereinafter referred jointly to as: "**AUDITOR**"). Appropriate presentation of the Auditor and his knowledge and qualifications, as well as an offer for the delivery of the services in question along with a statement confirming the Auditor's independence in the understanding of Art. 84, par. 3 of the Public Offering Act, represent attachments to this Request.

If it is necessary to provide the Company's Management Board with additional information related to the Auditor for the purposes of drawing up a written opinion, referred to in Art. 84 par. 5 of the Public Offering Act, we remain at your service.

In addition, we indicate that the date of the Extraordinary Meeting should be scheduled for the day falling not later than 6 May 2019.

RATIONALE FOR THE REQUEST

The Funds request that the Company's Extraordinary General Meeting of Shareholders should with the agenda concerning the appointment of special-purpose auditor under Art. 84 of the Public Offering Act. In the opinion of the Funds, examining the issues defined in the Draft resolution by Funds is currently the only way to clarify significant doubts as to (i) the terms of loans granted by the Company to entities belonging to the Goodyear Tire and Rubber Company Capital Group (hereinafter also referred to as: "GOODYEAR GROUP ") and (ii) the principles of commercial cooperation of the Company with entities forming part of the Goodyear Group.

The wider justification of the motion for adoption of a resolution regarding the selection of the auditor for special matters was discussed later in this request, item 6 of the agenda.

RATIONALE FOR INDIVIDUAL ITEMS ON THE AGENDA ALONG WITH  
DRAFT RESOLUTIONS

**Referring items 1,2,3,4,5 and 8 of the Agenda of the Extraordinary General Meeting:**

Any matters referred to in items 1, 2, 3, 4, 5, and 8 of the Agenda, referred to in the Petition and do not require rationale. The legitimacy of including them in the Agenda of the Extraordinary General Meeting results from the generally applicable provisions of law or the provisions of the By-Laws of the Company's General Meeting.

Below the Funds present draft resolutions for items 2, 4 and 5 off the Agenda of the Extraordinary General Meeting of Shareholders.

**Referring to item 2 of the Agenda of the Extraordinary Meeting of Shareholders**

**»RESOLUTION No. [...]**

**of the Extraordinary General Meeting of Shareholders**

**of Tire Company Dębica S.A., with its registered office in the City of Dębica**

**dated [...]**

**concerning the election of the Chairman of the Extraordinary General Meeting of Shareholders**

*Art. 1*

*The Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. ("**Company**") resolves to elect Mr/Ms (...) to the position of the Chairperson of the Extraordinary General Meeting of Shareholders*

*Art. 2*

*The Resolution comes into force upon its adoption"*

**Referring to item 4 of the Agenda of the Extraordinary Meeting of Shareholders**

**"RESOLUTION NO. [...]**

**of the Extraordinary General Meeting of Shareholders**

*of Tire Company Dębica S.A., with its registered office in the City of Dębica*

*dated [...]*

**concerning the adoption of the Agenda of the Extraordinary General Meeting of Shareholders**

*Art. 1*

*The Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. ("**Company**") resolves to adopt the following Agenda:*

- 1. Opening of the Company's Extraordinary General Meeting of Shareholders.*
- 2. Election of the Chairman of the Company's Extraordinary General Meeting of Shareholders.*
- 3. Acknowledgment of correctness of convention of the Extraordinary General Meeting of Shareholders and its capacity to adopt resolutions.*
- 4. Adoption of the Agenda of the Extraordinary General Meeting of Shareholders.*
- 5. Contingent election of the Secretary of the Company's Extraordinary General Meeting of Shareholders.*
- 6. Adoption of a resolution concerning the appointment of special-purpose auditor to audit, at the expense of Company, certain issues related to running Company business.*
- 7. Adoption of a resolution on the coverage of the costs of convention and holding Extraordinary General Meeting of Shareholders by the Company.*
- 8. Closing of the Extraordinary General Meeting of Shareholders.*

*Art. 2*

*The Resolution comes into force upon its adoption"*

**Referring to item 5 of the Agenda of the Extraordinary Meeting of Shareholders**

**»RESOLUTION No. [...]**

**of the Extraordinary General Meeting of Shareholders**

**of Tire Company Dębica S.A., with its registered office in the City of Dębica**

**dated [...]**

**concerning the election of the Secretary of the Extraordinary General Meeting of Shareholders**

*Art. 1*

*The Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. ("**Company**") resolves to elect Mr/Ms (...) to the position of the Secretary of the Extraordinary General Meeting of Shareholders.*

*Art. 2*

*The Resolution comes into force upon its adoption"*

Referring to item 6 of the Agenda of the Extraordinary General Meeting of Shareholders

The Funds had doubts regarding the principles of the Company's cooperation with the Goodyear Group, including in particular **(1)** economic rationale for the loans granted by the Company to Goodyear S.A. with its seat in Colmar-Berg, Luxembourg, and **(2)** correctness and transparency of the Company's model of trade cooperation with companies from the Goodyear Group.

As regards point **(1)** above, the doubts of the Funds concern in particular the fact that loans with an annual maturity are based on a monthly (instead of yearly) interbank interest rate, and that the commission was reduced from 3 to 0.1 percentage points (with respect to the loans granted since June 2016), which brought real financial losses to the Company. Another question which in the opinion of the Funds should also be examined by an auditor is a disputable choice by the Company Management Board of the possibilities of investing unused funds of the Company. Furthermore, the Company – in spite of having substantial and stable cash reserves (which reserves are allocated in particular to the loans to Goodyear S.A.) – maintains credit lines it does not use and uses financial instruments in the form of bill discounts and foreign checks which generate substantial costs.

As regards point **(2)** above, the Funds' doubts arise in particular from the position of the Company Management Board as presented in the Current Report No. 2/2018 of 1 February 2018 concerning the *Change of the Principles of Cooperation with the Goodyear Group*, in which report it was stated that the introduced change of the principles of this cooperation should have a favourable impact on the Company's financial results for 2018 in the amount of up to several million PLN, whereas in the recent years the Company has followed a different model of trade cooperation with the Goodyear Group, and from different trade margin levels used in sale transactions with entities from the Goodyear Group as opposed to the remaining entities.

During the Company's Ordinary General Meeting held on 14 June 2018 and the Extraordinary General Meeting held on 25 September 2018 and resumed, following an adjournment, on 23 October 2018, the Funds asked the Company's Management Board and Supervisory Board a number of questions concerning the above issues. When answering these questions, the Management Board failed to give the minority shareholders information which would enable them to determine whether in the discussed scope the Company's matters are handled correctly, including with respect for interests of all shareholders. The Management Board gave vague answers and in fact did not address the issues raised. Several statements of the Management Board indicated that the Company had not carried out any analyses regarding the subject matter of the question (in particular as regards the comparison of the costs of raising funds by entities from the Goodyear Group on the market with the interest rate of the loans granted to Goodyear S.A. by the Company, and as regards various potential business models for trade cooperation with the Goodyear Group). The Supervisory Board, in turn, refused to answer any questions in spite of the fact that the Company – according to what it declared – applies the following good practice from the Best Practice for WSE Listed Companies 2016: *"IV.Z. "11. The management board and supervisory board members participate in general meetings with the composition which enables them to give substantive answers to questions asked during General Meeting sessions."*

Thus, in the opinion of the Funds it is legitimate and necessary that a special-purpose auditor examine special issues related to the handling of the Company's matters in the scope of its relations with the Goodyear Group. These issues were described in detail in the draft resolution.

The concept of the legal solution from Art. 84 of the Act consists in the verification of actions of the management board or supervisory board which can operate in breach of corporate rules, with account taken solely of the interests of the shareholder controlling the company, and sometimes simply in breach of,

the interests of the company itself (cf. M. Michalski (ed.), Commentary on the Public Offering Act, Legalis 2014, Art. 84). The scope of audit proposed by the Fund, in turn, is fully accepted by representatives of the literature on the subject who legitimately point out that: *“the issues that can represent the subject matter of a request for appointment of a special-purpose auditor include, for example: the conclusion of agreements with a dominant shareholder (...)”* (cf. M. Mataczyński [in:] T. Sójka (ed.), Commentary on the Public Offering Act, Lex/el 2015, Art. 84). The Funds also draw attention to the fact that a universal definition of a *“document”* – for the purposes of the entire civil law – is currently provided in Art. 77<sup>3</sup> of the Civil Code of 23 April 1964, which states that *„a document is a carrier of information which makes it possible to learn about the content of that information”*. The foregoing remark should be taken into consideration with respect to the scope of materials that can be specified in the relevant resolution of the general meeting of a public company as subject to examination by a special-purpose auditor (cf. Art. 84, Section 4.3 of the Public Offering Act).

The Funds present below a draft resolution in the above-discussed matter:

***“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 a special-purpose auditor to examine, at the Company's expense, specified issues related to handling of the Company's matters***

*The Company's Extraordinary General Meeting operating under the business name Tire Company Dębica S.A. (hereinafter referred to as the “**Company**” or “**Dębica S.A.**”) hereby resolves as follows:*

***Art. 1***

**Appointment of a Special-purpose Auditor**

- “1. Pursuant to the provisions of Art. 84 of the Act of 29 July 2005 on Public Offering, Terms and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (hereinafter: the **“Public Offering Act”**), the Company's Extraordinary General Meeting, following a motion of the following Company shareholders:
- a. Alter Closed-End, Active, Equity, investment fund *with its registered office in Warsaw, entered into the investment fund register under No.: 1090,*
  - b. Alter, Closed-End, Active Allocation of Dividend Companies' Investment Fund, with its registered office in Warsaw, entered into investment fund register under No.: 837,
  - c. *Alter Closed-End Investment Fund of Absolute Rate of Return with its registered office in Warsaw, with separated subfunds: Subfund of Absolute Rate of Return in Foreign Markets and Subfund of Absolute Rate of Return in the Polish Market, entered into the investment fund register under No.: 487,*
  - d. Alter Closed-End, Absolute Rate of Return Investment Fund of the Polish Market 2 , with its registered office in Warsaw, entered into investment fund register under No.: 757,

- e. Alter 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. Alter Closed-End, EQUITY+ investment fund *with its registered office in Warsaw, entered into the investment fund register under No.: 946,*
- g. *Alter Market Neutral High Dividend, Closed-End Investment Fund with its registered office in Warsaw entered under No..... into investment fund register: 1596*

*(hereinafter referred jointly to as: "Funds")*

appoints dr. Roman Seredyński (PESEL: 76080404791) (hereinafter: the "**Expert**" or "**Auditor**") as special-purpose auditor referred to in Art. 84 Section 1 of the Public Offering Act.

- 2. The Auditor satisfies the conditions set forth in Art. 84 Section 2 and 3 of the Public Offering Act.
- 3. The Expert shall carry out an audit in line with the subject matter and scope defined in § 2 below, based on the submitted documents referred to in § 3 Section 1 hereof.
- 4. The audit shall be carried out on the basis of the agreement to be concluded between the Company and the Auditor within 14 days of the day the present resolution is adopted, on the terms and conditions presented in the offer a copy of which constitutes an attachment to the resolution or by virtue of a legally valid decision of the Registry Court on the appointment of a special-purpose auditor.

## *Art. 2*

### ***Subject Matter and Scope of Audit***

- 1. The subject matter and scope of the audit shall encompass the examination of the manner of handling the Company's matters:
  - (I) *concerning the principles and model of the Company's cooperation with entities from the Goodyear Group, i.e. the capital group controlled by Goodyear Tire and Rubber Company with its seat in Akron, Ohio, the USA, to which group the following companies specifically belong: Goodyear Dunlop Tires Operations S.A. with its seat in Colmar-Berg, Luxembourg, Goodyear S.A. with its seat in Colmar-Berg, Luxembourg and Goodyear Holdings S.à.r.L (hereinafter jointly: the "Goodyear Group"), in particular, but not solely, in the scope of the framework sale agreement of 1 February 2018 and the framework resale agreement of 1 February 2018, concluded by the Company with Goodyear Dunlop Tires Operations S.A. with its seat in Colmar-Berg, Luxembourg; the technical assistance and license granting agreement of 14 August 2014, concluded by the Company and Goodyear S.A. with its seat in Colmar-Berg, Luxembourg; as well as the services agreement of 1 January 2006, concluded by the Company with Goodyear Dunlop Tires Operations S.A. with its seat in Colmar-Berg, Luxembourg (hereinafter jointly: the "Agreements"), including and all operations of accounting significance carried out by the Company under the Agreements and possible implementing agreements for these Agreements (hereinafter: the "Implementing Agreements");*
  - (II) *concerning the loan agreements concluded from 1 January 2014 to 31 December 2018 by the Company with entities from the Goodyear Group (hereinafter: the "Loan Agreements").*
- "2. *A detailed subject matter and scope of the audit encompasses (i) verification for correctness of the financial settlement of accounts and disclosure, in individual financial statements of the Company for the fiscal years 2014 – 2018, of operations of accounting and tax significance for the Company, carried out as a result of the conclusion of the Agreements, Implementing*

Agreements or Loan Agreements, in light of pertinent provisions of generally applicable law binding on the Company in the audited period, including in particular tax law and accounting principles, (ii) economic rationale for the conclusion by the Company of Agreements, Implementing Agreements and Loan Agreements, in particular by way of analysing::

- a. the Company's trade cooperation with the Goodyear Group and ten largest – in terms of sales volume – outside recipients of the Company in the period from 2014 to 2018 (hereinafter: the "**Outside Recipients**"), in particular by way of:
- (i) *(i) an analysis of the mechanism of recognizing the Company's revenues from related entities in the meaning of the Corporate Income Tax Act of 15 February 1992 (consolidated text: Journal of Laws of 2018, item 1036, as amended); verification of documents relating to orders from entities from the Goodyear Group;*
  - (ii) *analysis of prices specified in orders from entities from the Goodyear Group; comparison of unit prices of products sold by the Company in 2014 - 2017 and in 2018; comparison of the prices of products sold to entities from the Goodyear Group with those of products sold to Outside Recipients, i.e. non-Goodyear Group entities;*
  - (iii) *comparison and analysis of operating costs and gross margin on sales to entities from the Goodyear Group and to Outside Recipients; verification of the cost base for products manufactured for entities from the Goodyear Group and comparison of this cost base with the cost base for products sold to Outside Recipients;*
  - (iv) *analysis of the Company's transfer price policy and documentation and tax consequences relating thereto;*
  - (v) *analysis of the Company's marketing costs in terms of potential costs related to the sale of products to the Goodyear Group member companies;*
  - (vi) *analysis of research and development costs as well as the Company's product manufacturing processes; verification of whether in the audited period these costs were refunded to entities from the Goodyear Group in the form of lower product prices as compared to market conditions; verification of whether there was any transfer of know-how between the Company and the Goodyear Group member companies; if so, on what conditions;*
  - (vii) *analysis of management costs related to the Company's operational adjustment to the Goodyear Group standards; verification of whether potential adjustment costs encumbered the Company;*
  - (viii) *analysis of the manufacturing plans created by the Company Management Board in terms of orders from entities from the Goodyear Group and Outside Recipients; verification of whether the declared orders cover the manufacturing plans;*
  - (ix) *analysis of the mechanism of recognizing revenues from Outside Recipients;*
  - (x) *analysis of product prices in the orders from Outside Recipients; comparison of product unit prices in 2014-2017 and 2018;*
  - (xi) *analysis of the methodology of calculating planned sale prices, carried out with special attention given to the determination of manufacturing cost mark-ups as well as by way of checking if differences, if any, in the mark-ups between the sale to the Goodyear Group and to Outside Recipients are justified;*

- b. *b. working capital components (inventory, trade receivables and trade debtors) and impact of the Agreements on the amount of working capital, in particular:*
    - (i) *comparison of the average rotation of manufacturing stock levels for entities from the Goodyear Group with the manufacturing stock levels for Outside Recipients;*
    - (ii) *comparison of the average rotation of trade receivables from entities from the Goodyear Group with that from Outside Recipients;*
    - (iii) *comparison of the average rotation of trade payables to entities from the Goodyear Group with that to Outside Recipients;*
    - (iv) *verification of whether the Company applied mechanisms of the so-called "merchant's credit" vis-à-vis Goodyear Group member companies.*
  - c. *c. mechanism of managing free funds by the Company; verification of the Company Management Board's analysis regarding the possibilities of investing free funds in financial institutions on the market; verification of whether investing funds in entities from the Goodyear Group in the form of Loan Agreements is the most effective investment of the Company's capital; verification of whether the security established in favour of the Company in connection with the Loan Agreements is realistic;*
  - d. *economic rationale and compliance with tax law regulations of the conclusion of Loan Agreements by the Company, in particular as regards the fact that Loan Agreements with an annual maturity are based on a monthly (instead of yearly) interbank interest rate, the level of the commission used and its reduction from 3 to 0.1 percentage points (with respect to the loans granted by the Company since June 2016); verification of whether the revenue from the Loan Agreements in the tax year 2017, disclosed by the Company, was not reduced as a result of the fact that they were concluded on the terms and conditions indicated in them and whether the interest rate determined in the Loan Agreements is a market interest rate;*
  - e. *the policy of managing the Company's financial liquidity, i.e. the economic rationale for the Company's incurring the costs of maintenance of credit lines and the costs of financial instruments in the form of bill discounts and foreign checks and allocating at the same time the Company's free funds to the loans granted under the Loan Agreements;*
  - f. *calculation of the Company's corporate income tax obligations for the tax years 2014 -2018, in particular:*
    - (i) *an analysis of the calculation of corporate income tax obligations, amount of taxable revenues and costs, and their comparison with the sales volumes and costs analysed in point a. above;*
    - (ii) *analysis of the level of the tax shield recognized by the Company;*
  - g. *content of the financial reports delivered to entities from the Goodyear Group prior to the date of their public announcement by the Company;*
- "3. *The subject matter and scope of the audit also includes an indication of economic consequences for the Company of irregularities, if any, identified in connection with the examination of circumstances indicated in Sections 1. and 2. above, in particular relating to the Company's tax liabilities, their impact on the Company's financial performance and shareholders' equity, and an answer to the question whether in light of the circumstance following from the findings related to the analysis of the issues from Sections 1. and 2. it is justified to state that the Management Board, when taking actions relating to the conclusion and performance of the Agreements, Implementing Agreements and Loan Agreements -*

bearing in mind the principles of rational economy – was guided solely by the Company's interests and maximization of the Company's profits.

### **Art. 3**

#### **Type of documents which the Company should make available to the Auditor**

- "1. The Extraordinary General Meeting of the Company obligates the Company's Management Board to make available to the Auditor all documents making it possible to carry out an audit pursuant to § 2 of the Resolution, including to take all steps enabling the Auditor to carry out the audit pursuant § 2 of the Resolution, and namely to convey:
- a. *Agreements and possible Implementing Agreements;*
  - b. *Loan Agreements;*
  - c. *complete documentation concerning the conclusion of the Agreements and possible Implementing Agreements, as well as complete documentation concerning conclusion Loan Agreements; in particular all documentation concerning the estimate of risk linked to conclusion of Agreements and possible Implementing Agreements and Loan Agreements by the Company;*
  - d. *complete financial statements of the Company (together with opinions/reports on the audit by auditors) for fiscal years 2014 – 2018 (in the case that up to the time the Auditor carries out the audit pursuant to this resolution the Company financial statements for business year 2018 are not yet audited, then for the said period annual data will be conveyed made available to the dominant entity of the Goodyear Group for the needs of its preparing the annual consolidated financial statements);*
  - e. *the complete corporate documentation of the Company covering the course of sessions of the Company Management Board and the Company Supervisory Board in the period from 1 January 2014 to the day this resolution is adopted or to the day the decision of the Registry Court on appointing a special-purpose auditor with regard to that resolution becomes legally final;*
  - f. *the Company annual budgets prepared for the years 2014 – 2018, as well as all documents indicating the changes introduced into those budgets, as well as information conveyed to the Company Supervisory Board on realization of these budgets;*
  - g. *production plans prepared by the Company Management Board concerning Company fiscal years 2014 – 2018, including documents confirming arrangements between the Company Management Board and distributors and entities from the Goodyear Group as regards preparation of the production plan (order documents, correspondence);*
  - h. *all analyses or materials in the Company's possession concerning the market of passenger, commercial and truck tires, which present or allow for an evaluation of the Company's sale prospects in the 2014 – 2018 period, in particular to the customers independent of Goodyear Group;*
  - i. *Company's CIT-8 corporate income tax forms for fiscal years 2014 – 2018;*
  - j. *complete financial documentation, including source and data evidence from the accounting system, concerning the issues being the subject of the audit, including in particular invoices for purchases of raw materials and intermediate products from the Goodyear Group member companies;*

*purchase orders for raw materials and intermediate products placed by the Company together with price terms, as well as sale invoices to Outside Customers and to entities of the Goodyear Group; documents confirming release of the products from the Company warehouse, documents confirming returns, warehouse errors;*

- k. complete documentation confirming calculations with regard to the Company's tax obligations;*
- l. complete documentation confirming the analysis by the Company's financial department of the possibility of investing free funds in independent entities of the financial market;*
- m. complete documentation confirming the analysis of the Company's financial liquidity made by the Company's financial department as regards the advisability of maintaining credit lines and using financial instruments in the form of a bill discount and foreign checks;*
- n. complete lists of Company turnover and balances in analytical terms for fiscal years 2014 – 2018;*
- o. correspondence, being the Company's possession, conducted between the Company Management Board or Company Supervisory Board or members of these Company bodies with regard to the organization of sessions of the Company Supervisory Board, as well as preparing and discussing the documents indicated in § 3 Section 1 of the resolution;*
- p. credit agreements conclude by the Company, and in force in the 2014 – 2018 period;*
- q. reports on tax inspections of the Company, as well as tax decisions issued with regard to the Company in the 2014 – 2018 period;*
- r. individual interpretations of tax regulations issued for the Company in the 2014 – 2018 period, as well as such interpretations issued earlier which were directly the grounds for decisions taken by the Company in the 2014 – 2018 period;*
- s. a list of prices applied in transactions with entities from the Goodyear Group in 2014 – 2017 and in 2018, as well as a list of prices applied to Outside Customers;*
- t. complete documentation containing the transfer price policy applicable under the transactions carried out by the Company with other entities from the Goodyear Group in the 2014 – 2018 period;*
- u. a list of marketing costs incurred by the Company in the 2014 – 2018 period, including costs incurred in favour of entities from the Goodyear Group connected with promoting on the Polish market products with the Goodyear Group brands, including in particular such brands as “Dunlop”, “Fulda”, and “Goodyear”, as part of the distribution carried out or administrated by the Company;*
- v. a list of costs of research and development, as well as technology of manufacture of products by the Company in the 2014 – 2018 period;*
- w. a list of agreements concerning the movement of organizational functions, assets or risks between the Company and entities from the Goodyear Group in the 2014 – 2018 period;*
- x. a list of products in orders from the Outside Customers in 2014 – 2017 and in 2018;*
- y. reporting policy (individual standards of reporting, if they exist in the company);*

"2. Pursuant to Art. 84 Section 4 Point 3) of the Public Offering Act, the Extraordinary General Meeting of the Company obligates the Company Management Board to make documents available to the Auditor no later than 14 calendar days from the day of conclusion by the Company of the agreement with the Auditor, referred to in §1 Section 4 of this resolution or within 28 days of the day of issue – upon the request of the Fund – by the Registry Court of a legally final decision on appointing a special-purpose auditor.

- "3. *The Extraordinary General Meeting of the Company obligates the Company Management Board to act jointly with the Auditor, furnish the Auditor on an on-going basis with required information for the purpose of making possible an effective conduct of the audit.*

**§4**

***Date of audit commencement and Report submission***

1. *The Auditor shall begin work the next day after the day on which the deadline set out in §3 Section 2 above expires.*
  2. *The Auditor shall be authorized to supervise and consult with the Company the process of making available data, as well as the documents which will be audited.*
  3. *The Auditor is obligated, as part of performance of the tasks, pursuant to the provisions of this resolution, to perform the tasks set out in § 2 Section 2 above, in a manner which does not infringe any personal rights whatsoever of third parties. In the case that the Auditor gains information or data constituting a trade, technical, enterprise, or organizational secret, it will be obligated to keep it secret, unless disclosure of this information or data is necessary to justify the view taken in the audit, or their disclosure resulted from universally applicable legal provisions.*
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4. *The Auditor is obliged to present a written report on the audit to the Company Management Board or the Company Supervisory Board within 8 weeks from the date of work commencement, pursuant to Section 1 above.*

**§5 Resolution's effective date**

*The Resolution comes into force upon its adoption.*

**Referring to item 7 of the Agenda of the Extraordinary Meeting of Shareholders**

Pursuant to Art. 400 § 4 of the Commercial Companies' Code the General Meeting of Shareholders, which was convened upon a request of Company shareholder representing at least 1/20th share in the share capital, takes a decisive resolution whether the costs of convening and holding the Meeting should be borne by the Company.

In the assessment of the Funds, the Company should bear the costs of convening and holding the Extraordinary General Meeting, as the need to appoint a special-purpose auditor is related to the persistent evasion by the Company's Management Board and its Supervisory Board from an exhaustive and comprehensive explanation of significant doubts regarding the principles of cooperation of the Company with the Goodyear Group. In addition, the subject of the audit, which will be carried out by the auditor, is of considerable importance for the current and future position of the Company.

Below Funds present a relevant draft resolution:

**»RESOLUTION No. [...]**  
**of the Extraordinary General Meeting of Shareholders**  
**of Tire Company Dębica S.A., with its registered office in the City of Dębica**  
**dated [...]**

***Adoption of a resolution on the coverage of the costs of convention and holding Extraordinary General Meeting of Shareholders by the Company.***

*Art. 1*

*Pursuant to Article 400 § 4 of the Commercial Companies' Code, the Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A. ("**Company**") decides that the costs of convening and holding this Extraordinary General Meeting of Shareholders shall be borne fully by the Company.*

*Art. 2*

***The Resolution comes into force upon its adoption"***

\* \* \*

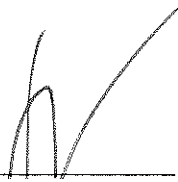
Formally speaking we would like to advise you that currently the Funds are managed by Rockbridge TFI, but until recently they had been managed by ALTUS Towarzystwo Funduszy Inwestycyjnych S.A. with its registered office in Warsaw. The above change has already been disclosed in the Investment Fund Register for the following investment funds: (i) Alter Closed-End, Equity Investment Fund with registered office in Warsaw, entered into the Investment Register under No.: 1090, (ii) Alter Closed-End, Active Dividend Companies' Investment Fund with its registered office in Warsaw, entered into investment fund register under No.: 837, (iii) Alter Closed-End Equity+ Investment Fund with its registered office in Warsaw, entered into Investment Fund Register under No. 946 and (iv) Alter Market Neutral High Dividend Closed-End Investment Fund with its registered office in Warsaw, entered into investment fund register under No. 1596 (excerpts from the Investment Funds' Register for the aforementioned funds are attached in the Appendix No. 2).

The change was also disclosed in the Register of Investment Funds for (v) Alter Closed-End Absolute Rate of Return Investment Fund of the Polish Market 2 with its registered office in Warsaw, entered into the Investment Funds' Register under No.: 757 and (vi) Alter Closed-End Absolute Rate of Return Investment Fund of Foreign Markets 2 with its registered office in Warsaw, entered into the Investment Funds' Register under No. 959, which is confirmed by the District Court in Warsaw, 7<sup>th</sup> Civil Registry Department, with entries made on 25 February 2019 (regarding Alter Closed-End Absolute Rate of Return Investment Fund of Polish Market 2 with its registered office in Warsaw, entered into the Investment Funds' Register under No. 757) and on 2 January 2019 (regarding Alter Closed-End Absolute Rate of Return Investment Fund of Foreign Markets 2 with its registered office in Warsaw, entered into the Investment Funds' Register: 959). We are currently waiting for statements from the Investment Funds' Register for both of the above funds, therefore, we submit the decisions of the District Court in Warsaw, 7<sup>th</sup> Civil Registry Department, in the form of copies certified by a notary public for compliance with the copies of the provisions and extracts from Investment Funds' Register for the funds mentioned above, dated 23 October 2018 (Appendix No. 3).

The change has not yet been disclosed in the Register of Investment Funds for (vii) Alter Closed-End Absolute Rate of Return Investment Fund with its registered office in Warsaw, with separate subfunds: Subfund of Absolute Rate of Return of Foreign Markets and the Sub-Fund of the Absolute Rate of Return of the Polish Market, entered into the Investment Funds' Register under No. 487 - currently proceeding for entry of changes is underway before the Regional Court in Warsaw, 7<sup>th</sup> Civil Registry Department. Bearing in mind that the entry of the change of data into the Register of Investment Funds is purely declaratory and is used for information purpose, as proof of the changes Alter Closed-End Absolute Rate of Return Investment Fund with its register office in Warsaw, submits: (a) an extract from the notarial deed of 7 November 2018, Repertory A No. 9681/2018 containing amendments to the statute of Alter Closed-End Absolute Rate of Return Investment Fund with its registered office in Warsaw, (b) printout of the Rockbridge TFI announcement of December 11, 2018 amending the statute of Alter Closed-End Absolute Rate of Return Investment Fund with its registered office in Warsaw and (c) hard copy of information from the register of the Polish Financial Supervision Authority (PFSA) downloaded from the website: <https://www.knf.gov.pl/podmiotv/Podmiot rynku kapitalowego/TFI i FI> (these documents are attached in the Appendices Nos. 4-6).

Pursuant to Art. 400, § 2 of the Commercial Companies' Code this letter was also sent electronically, at e-mail address published on the corporate Website at [http://debica.com.pl/kontakt\\_wza\\_2018](http://debica.com.pl/kontakt_wza_2018) and at e-mail address of the President of the Management Board.

Yours truly,



\_\_\_\_\_  
Tomasz Stadnik, President of  
Management Board



\_\_\_\_\_  
Witold Chuś, Vice-  
President of Management

1. Information corresponding to a current copy from the Register of Entrepreneurs of the National Court Register for Rockbridge Towarzystwo Funduszy Inwestycyjnych S.A. ;
2. Extracts from the Investment Funds' Register for Alter Closed-End, Active Equity Investment Fund with its registered office in Warsaw, entered into the Investment Funds' Register under No. 1090; Alter Closed-End Investment Fund for the Active Allocation of Dividend Companies with its registered office in Warsaw, entered into the Investment Funds' Register under No. 837; Alter Closed-End Equity+ Investment Fund with its registered office in Warsaw, entered into the Investment Funds' Register under No. RFI: 946; Alter Closed-End Market Neutral High Dividend Investment Fund with its registered office in Warsaw, entered into the Investment Funds' Register under No. 1596)
3. Notarized copy of the decision of the District Court in Warsaw, 7<sup>th</sup> Civil Registry Department of 25 February 2019, regarding the entry of changes in the register book of Alter Closed-End Absolute Rate of Return Investment Fund of the Polish Market 2 with its registered office in Warsaw (Rep. A No. 2534/2019) into the Investment Funds' Register; a certified copy of the decision of the Regional Court in Warsaw, 7<sup>th</sup> Civil Registry Department, dated 2 January 2019, regarding the entry of changes into the register book of Alter Closed-End, Absolute Rate of Return Investment Fund of Foreign Markets 2 with its registered office in Warsaw (Rep. A No. 2533/2019) into the Investment Funds' Register; two extracts from the Investment Funds' Register for the above funds dated 23 October 2018;
4. Extract of a notarial deed of 7 November 2018, Rep. A No. 9681/2018 comprising changes to the Statute of Alter Closed-End Absolute Rate of Return Investment Fund with its registered office in Warsaw;
5. Hard copy of the announcement of Towarzystwo Funduszy Inwestycyjnych S.A. dated 11 December 2018, amending the Statute of Alter Closed-End Absolute Rate of Return Investment Fund with its registered office in Warsaw;
6. Hard copy of information from the register of the Polish Financial Supervision Authority (PFSA), downloaded from the website at : [https://www.knf.gov.pl/podmiotv/Podstawa\\_kapitalowego/TFI](https://www.knf.gov.pl/podmiotv/Podstawa_kapitalowego/TFI) and FI;
7. Registered certificates of deposit for shares held by the Funds;
8. Offer for the provision of the Auditor's services of February 28, 2019, together with a presentation regarding the Auditor and a declaration confirming the independence of the Auditor in the understanding of art. 84 par. 3 of the Public Offering Act.