

## **Announcement on convening the Ordinary General Meeting of Shareholders of Tire Company Debica SA**

The Management Board of Tire Company Debica S.A. (the "Company"), acting pursuant to Article 399 § 1 in connection with Article 402<sup>1</sup> § 1 of the Commercial Companies Code ("CCC") and § 19 section 2 and § 21 of the Company's Articles of Association, convenes the Ordinary General Meeting ("Meeting") to be held on June 26, 2025, at 09:00 a.m. at the Company's registered seat in Dębica, at the Company Cultural Center, 3 Ignacego Lisa Street, auditorium.

### **The Management Board proposes the following agenda:**

1. Opening of the Ordinary General Meeting of Shareholders.
2. Electing the Chairman of the Ordinary General Meeting of Shareholders.
3. Confirmation of the correctness of convening the Ordinary General Meeting of Shareholders and its ability to adopt resolutions.
4. Adoption of the Agenda.
5. Election of the Secretary of the Ordinary General Meeting of Shareholders.
6. Review and approval of the Company's financial statements for 2024.
7. Review and approval of the Management Board's report on the Company's operations for 2024.
8. Review and approval of the Supervisory Board's report for 2024.
9. Adoption of a resolution regarding profit distribution.
10. Approve the performance of duties by the members of the Company's Management Board for the year 2024.
11. Approve the performance of duties by the members of the Company's Supervisory Board for the year 2024.
12. Determining the number of members of the Company's Supervisory Board.
13. Appointing members of the Company's Supervisory Board.
14. Adoption of a resolution on giving an opinion on the report on compensations of the members of the Company's Management Board and Supervisory Board for the year 2024.
15. Adoption of a resolution on amendment of Company's Articles of Association
16. Closing of the meeting.

## **II. Precise description of the procedures concerning the participation in the Meeting and exercising the right to vote (in accordance with Article 402<sup>2</sup> (2) of the Commercial Companies Code):**

### **a) The right of a shareholder to request that certain matters be placed on the agenda of the Meeting.**

Pursuant to Article 401 § 1 of the Commercial Companies Code, a shareholder or shareholders representing at least 1/20 of the share capital have the right to request that certain items be placed on the agenda of the Meeting. The request should be submitted to the Management Board of the Company no later than 21 days before the scheduled date of the Meeting, i.e. no later than June 5, 2025, and should include a justification or a draft resolution regarding the proposed item on the agenda. The request may be submitted in writing at the Company's registered office at the following address: 1 Maja 1 Street, room No. 5, 39-200 Dębica (whereby in the case of sending a request in writing to the Company by post or courier, the date of delivery of the parcel to the above-mentioned address is decisive for its submission) or in electronic form to the e-mail address indicated on the Company's website, at the following address: [https://debica.com.pl/kontakt\\_wza\\_2025](https://debica.com.pl/kontakt_wza_2025). If the request meets the requirements of the law, the Management Board of the Company is obliged to immediately, but not later than 18 days before the scheduled date of the Meeting, i.e. by 8 June 2025, announce changes to the agenda, introduced at the request of a shareholder or shareholders.

The announcement is made in a manner appropriate for convening the Meeting. Shareholders or their proxies exercising the above right are obliged to enable their identification and confirm their authorization to act (in accordance with all the requirements described in section II d) below), and also to demonstrate their ownership of the appropriate number of shares as at the date of submitting the request, by attaching to the submitted request deposit certificate(s) issued by the entity maintaining the securities account or omnibus account, on which the Company's shares are recorded, confirming that they are shareholders of the Company and the fact that they represent at least 1/20 of the Company's share capital. In the case of exercising the above rights with the use of electronic means of communication, documents should be sent in PDF format (or another format that does not allow the document to be edited, but allows it to be read by the Company).

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

All correspondence on the above-mentioned matters and all draft resolutions should be submitted in Polish or – in the case of documents in a foreign language – together with a certified translation into Polish. The Company stipulates that the requests submitted by shareholders using electronic means of communication in a manner other than the above-mentioned e-mail address or without complying with the requirements set out above will not be taken into account.

### **b) The right to propose draft resolutions concerning matters included in the agenda or matters to be included in the agenda before the date of the Meeting.**

Pursuant to Article 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 Meeting, submit a notification in writing at the Company's registered office, at the following address: Legal Department, Tire Company Dębica S.A., 1 Maja 1 Street, 39-200 Dębica or by means of electronic communication (to the e-mail address indicated on the Company's website at: [http://debica.com.pl/kontakt\\_wza\\_2025](http://debica.com.pl/kontakt_wza_2025)) draft resolutions concerning matters included in the agenda of the Meeting or matters to be included in the agenda. If the notification meets the requirements of the law and the formal requirements described below, the Company shall immediately publish the draft resolutions on its website. Shareholders or their proxies exercising the above right are obliged to enable their identification and confirm their authorization to act (in accordance with all the requirements described in section II d) below), and also to demonstrate their ownership of an appropriate number of shares as at the date of submission of the draft or draft resolutions, by attaching to the application deposit certificate(s) issued by the entity maintaining the securities account or omnibus account, on which the Company's shares are registered, confirming that they are shareholders of the Company and the fact that they represent at least 1/20 of the Company's share capital. In the case of exercising the above rights with the use of electronic means of communication, documents should be sent in PDF format (or another format that does not allow the document to be edited, but allows it to be read by the Company).

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

All correspondence on the above-mentioned matters and all draft resolutions should be submitted in Polish or – in the case of documents in a foreign language – together with a certified translation into Polish. The Company stipulates that draft resolutions submitted by shareholders using electronic means of communication in a manner other than by means of the e-mail address indicated on the Company's website at [http://debica.com.pl/kontakt\\_wza\\_2025](http://debica.com.pl/kontakt_wza_2025) or without complying with the requirements set out in section II a) above, will not be taken into account.

**c) The right to propose draft resolutions concerning matters included in the agenda during the Meeting.**

Pursuant to Article 401 § 5 of the Commercial Companies Code, each shareholder entitled to participate in the Meeting may submit draft resolutions during the Meeting concerning matters included in the agenda.

**d) The manner in which the proxy exercises the voting right.**

A shareholder may participate in the Meeting and exercise the right to vote in person or through a proxy. A proxy exercises all the rights of a shareholder at the Meeting, unless the wording of the power of attorney states otherwise. The attorney-in-fact may grant a further power of attorney if it results from the content of the power of attorney. A proxy may represent more than one shareholder and vote differently from each shareholder's shares. A shareholder holding shares registered in more than one securities

account may appoint separate proxies to exercise the rights attached to the shares recorded in each of the accounts. A shareholder holding shares recorded in an omnibus account may appoint separate proxies to exercise the rights attached to the shares recorded in that account. A member of the Management Board and an employee of the Company may act as proxies at the Meeting of the Company. If the proxy at the Meeting is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company or a member of the bodies or an employee of a company or cooperative subsidiary of the Company, the power of attorney may authorize representation at only one Meeting. A proxy is obliged to disclose to the shareholder the circumstances indicating the existence or possibility of a conflict of interest. Granting a further power of attorney is excluded. A proxy who is a member of the Management Board, a member of the Supervisory Board, a liquidator, an employee of the Company or a member of the bodies or an employee of a company or cooperative of the Company, votes in accordance with the instructions given by the shareholder.

A power of attorney to participate in the Meeting and to exercise the right to vote must be granted in writing or in electronic form. Granting a power of attorney in electronic form does not require a qualified electronic signature.

The Company should be notified of the granting of a power of attorney in electronic form via the e-mail address indicated on the Company's website at: [http://debica.com.pl/kontakt\\_wza\\_2025](http://debica.com.pl/kontakt_wza_2025), by June 25, 2025, 5:00 p.m. Polish time, at the latest, attaching a power of attorney document in PDF format (or another format that does not allow the document to be edited, but allows it to be read by the Company) signed by the shareholder, or - in the case of shareholders other than natural persons - by persons authorized to represent the shareholder.

In order to identify the shareholder granting a power of proxy in electronic form, the following attachments in PDF format (or another format that does not allow editing of the document, but allow it to be read by the Company) should also be attached to the notification of granting a power of proxy in electronic form):

- in the case of a shareholder granting a power of attorney who is a natural person – a scan of an identity card, passport or other official document confirming the shareholder's identity – only to the extent of data that enable his/her identification, i.e. name(s) and surname, series and number of the document, date of issue and expiry date of the document; other personal data should be anonymized so that they cannot be read, moreover, for security purposes, it is recommended to cross out the pages of the document with a diagonal line (across), but in such a way that the required data remains legible, and to place the note "Copy only for the purpose of participation in the Ordinary General Meeting of Tire Company Dębica S.A." – examples of partially anonymized copies of partially anonymized documents are attached as Appendix No. 1 to this Announcement;

- in the case of a shareholder granting a power of attorney other than a natural person – a scan of an extract from the relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder (an extract from the register indicating the persons authorized to represent the shareholder on the date of issuance of the power of attorney(s) and, if applicable, an uninterrupted series of powers of attorney).

In addition, a shareholder who sends a notice of granting a power of attorney in electronic form sends to the Company an e-mail address and a telephone number through which the Company will be able to communicate with the shareholder and his proxy. The company may take appropriate steps to further identify the shareholder and the proxy. Verification may involve, in particular, a return question by phone or e-mail to the shareholder and proxy in order to confirm the fact of granting a power of attorney. The Company stipulates that the lack of a shareholder's or proxy's response and cooperation during the verification will be treated as the inability to verify the granting of a power of attorney and will constitute grounds for refusal to allow the proxy to participate in the Meeting.

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

Sending the above-mentioned documents by electronic means does not release the attorney from the obligation to present documents to identify the person when preparing the attendance list of persons entitled to participate in the Meeting.

A template of the form for exercising voting rights by proxy is available on the Company's website at: [http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2025](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2025). The proxy is not obliged to vote using the above-mentioned form.

At the same time, the Management Board of the Company informs that if a shareholder grants a power of attorney together with instructions on how to vote, the Company will not verify whether the proxies exercise their voting rights in accordance with the instructions they received from the shareholders.

In addition, the Company does not impose an obligation to grant a power of attorney using electronic means of communication. The Company stipulates that the shareholder using electronic means of communication bears the sole risk associated with the use of this form.

Notwithstanding the above, in order to identify the shareholder, the Management Board reserves the right to request each proxy to present the following at the time of registration and preparation of the attendance list:

- in the case of a proxy representing a shareholder who is a natural person – a copy of an identity card, passport or other official document confirming the shareholder's identity – only to the extent of data that enable his/her identification, i.e. name(s) and surname, series and number of the document, date of issue and expiry date of the document; other personal data should be anonymized so that they cannot be read, moreover, for security purposes, it is recommended to cross out the pages of the document with a diagonal line (across), but in such a way that the required data remains legible, and to place the note "Copy only for the purpose of participation in the Ordinary General Meeting of Tire Company Dębica S.A." – examples of partially anonymized copies of partially anonymized documents are attached as Appendix No. 1 to this Announcement;

- in the case of a proxy representing a shareholder other than a natural person – the original or a copy certified as a true copy by a notary public or another entity authorized to certify as a true copy of a copy of the relevant register or another document confirming the authorization of a natural person(s) to represent the shareholder at the Meeting or when granting a power of attorney (i.e., respectively, a current extract from the register indicating the persons authorised to represent the shareholder on the date of the Meeting or an extract from the register indicating the persons authorised to represent the shareholder on the date of issuance of the power of attorney(s) and, if applicable, an uninterrupted series of powers of attorney).

Moreover, in order to identify the proxies appearing at the Meeting, the Management Board of the Company reserves the right to request from each of them the following when registering and preparing the attendance list:

- in the case of an attorney who is a natural person – an identity card, passport or other official document confirming the identity of the attorney;

- in the case of a proxy other than a natural person – the original or a copy certified as a true copy by a notary public or another entity authorised to certify as a true copy of a copy of the relevant register or another document confirming the authorisation of the natural person(s) to represent the proxy at the Meeting (i.e. a current extract from the register indicating the persons authorised to represent the proxy on the date of the Meeting and, if applicable) uninterrupted sequence of powers of attorney).

Documents in foreign languages should be translated into Polish by a sworn translator.

**e) Inability to participate and speak during the Meeting using means of electronic communication and no possibility to exercise voting rights by correspondence or by means of electronic communication.**

Pursuant to Article 406<sup>5</sup> § 1 sentence 2 of the Commercial Companies Code, it is not envisaged that it will be possible to participate in the Meeting with the use of electronic means of communication, including speaking during the Meeting or exercising the right to vote with the use of such means. The Regulations of the Meeting do not allow voting by mail. Therefore, the Company does not plan to use forms at the Meeting that would allow the exercise of voting rights by correspondence. The forms available on the Company's website at [http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2025](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2025) refer only to voting by proxy who will be present at the Meeting.

**f) Shareholder's right to ask questions regarding matters included in the agenda of the Meeting.**

A shareholder has the right to ask questions regarding matters placed on the agenda of the Meeting. A shareholder's question including a request for information about the Company may be presented during the Meeting, if such a request is justified for the assessment of the matter included in the agenda. The Management Board of the Company may provide information in writing outside the Meeting if there are important reasons for doing so, provided that the information is provided no later than within two weeks from the date of submission of the request during the Meeting. A response is deemed to have been given if the relevant information is available on the Company's website in a designated area for shareholders to ask questions and respond to them.

Refusal to provide information occurs if it could cause damage to the Company, its related company or subsidiary. A member of the Company's Management Board may refuse to provide information if it could constitute the basis for his criminal, civil or administrative liability.

### **III. Date of registration (in accordance with Article 402<sup>2</sup>(3) of the Commercial Companies Code)**

The record day for participation in the Meeting is 10 June 2025 (sixteen days before the date of the Meeting).

### **IV. Right to participate in the Meeting (in accordance with Article 402(2) item 4 of the Commercial Companies Code)**

Only persons who are shareholders of the Company on the date of registration of participation in the Meeting – i.e. June 10, 2025 – have the right to participate in the Meeting. Pursuant to Article 406<sup>3</sup> § 4 and § 5 of the Commercial Companies Code, the Company determines the list of shareholders entitled to participate in the Meeting on the basis of a list prepared by the entity maintaining the depository for securities (i.e. the National Depository for Securities S.A. with its registered office in Warsaw), which is prepared on the basis of personal certificates of eligibility to participate in the Meeting. Therefore, a shareholder intending to exercise his right to participate in the Meeting should also demand, not earlier than after the announcement of the convening of the Meeting and no later than on 11 June 2025, the issuance of such a personal certificate from the entity maintaining the securities account or, in the case of persons entitled to the Company's shares recorded in omnibus accounts, the issuance of a personal certificate of the right to participate in the Meeting drawn up in Polish or English, from the holder of the omnibus account on which the Company's shares are recorded.

On June 23, 24, 25, 2025, from 9:00 a.m. to 5:00 p.m., the list of shareholders entitled to participate in the Meeting will be made available for inspection at the Company's registered office at 1 Maja 1 Street, room 5, 39-200 Dębica. A Shareholder may request that the list of Shareholders be sent to him free of charge by an electronic delivery address or e-mail, providing the address to which the list should be sent. This request may be submitted in electronic form to the e-mail address located on the Company's website at: [http://debica.com.pl/kontakt\\_wza\\_2025](http://debica.com.pl/kontakt_wza_2025). Shareholders or their proxies submitting such a request are obliged to enable their identification and confirm their authorization to act (in accordance with all requirements described in section II d) above).

Pledgees and usufructuaries who have voting rights have the right to participate in the Meeting if the establishment of a limited right in rem in their favor is registered in a securities account on the date of registration of participation in the Meeting.

### **V. Provision of documentation (in accordance with Article 402<sup>2</sup>(5) of the Commercial Companies Code).**

Persons entitled to participate in the Meeting may obtain full documentation to be presented at the Meeting and draft resolutions at the Company's registered office at 1 Maja 1 Street, room 5, 39-200 Dębica or via the Company's website ([www.debica.com.pl](http://www.debica.com.pl)) at [http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2025](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2025) .

Pursuant to Article 395 § 4 of the CCC, documents corresponding to the content of the Management Board's report on the Company's operations, financial statements, Supervisory Board report or audit report are issued to the shareholder at his request, which may be submitted from the date of convening

the Meeting. The documents shall be made available immediately, no later than within two working days from the date of the request. At the request of the shareholder, the documents are made available in electronic form, including by means of electronic communication.

**VI. Website address (in accordance with Article 402<sup>2</sup>(6) of the Commercial Companies Code).**

The Company will make all information regarding the Meeting available on the Company's website at: [http://debica.com.pl/relacje-inwestorskie/materialy\\_wza\\_2025](http://debica.com.pl/relacje-inwestorskie/materialy_wza_2025).

**VII. Information on the total number of shares in the Company and the number of votes attached to these shares (Article 402<sup>3</sup> § 1 item 2 of the Commercial Companies Code).**

Pursuant to Article 402<sup>3</sup> § 1 item 2 of the Commercial Companies Code, the Management Board of the Company informs that as at the date of the announcement of convening the Meeting, the share capital of the Company is divided into 13,802,750 shares (in words: thirteen million eight hundred and two thousand seven hundred and fifty shares) with a nominal value of PLN 8.00 (in words: eight zlotys) each, entitling to a total of 13,802,750 votes (in words: thirteen million eight hundred and two thousand seven hundred and fifty votes) at the Meeting. All shares of the Company 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 Meeting will be able to register and receive a voting card on the day and at the place of the Meeting from 8:00 a.m. to 9:00 a.m.

In case of any questions or doubts related to participation in the Meeting, please contact the Company using the e-mail addresses available on the Company's website at: [http://debica.com.pl/kontakt\\_wza\\_2025](http://debica.com.pl/kontakt_wza_2025) . Shareholders or their proxies contacting the Company should enable their identification and confirm their authorization to act (in accordance with all requirements described in section II d) above). The Company may take appropriate further steps to identify the person representing the shareholder(s) contacting the Company in this way and to verify his/her right to exercise the above-mentioned rights.

Verification may involve, in particular, a return question by phone or e-mail to the shareholder and the proxy in order to confirm the fact that the power of proxy has been granted. The Company stipulates that the lack of a shareholder's or proxy's response and cooperation during the verification will be treated as a lack of verification and will constitute grounds for refusal to exercise the above-mentioned rights. The Company stipulates that attempts by shareholders using electronic means of communication in a manner other than the above-mentioned e-mail address or without complying with 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 Articles of Association and the Rules of Procedure of the Meeting apply, and therefore asks the Company's shareholders to familiarize themselves with the above regulations.



Appendix 1 – Examples of partially anonymized identity documents.

ID card – example



Passport – example



/This is a translation of the original document in Polish. In case of any discrepancies the Polish version is binding./