

Resolution No [...]

of the Ordinary General Meeting of Tire Company Dębica SA of July 24, 2023 on the payment of a special dividend

The Ordinary General Meeting of Tire Company Dębica SA ("Company") hereby decides as follows:

§ 1

The Ordinary General Meeting of Tire Company Dębica SA ("Company") allocates the amount of PLN 100,000,000 (one hundred million zlotys), derived from the reserve capital existing in the Company, constituting profits from previous years, for the payment of dividend ("Special Dividend").

§ 2

The Special Dividend will be paid according to the following rules:

- 1) The Special Dividend will be paid in the amount of PLN 7.24 per share,
- 2) 22 September 2023 is set as the date of acquisition of rights to dividend (dividend date),
- 3) 20 December 2023 shall be set as the dividend payment date.

§ 3

The resolution shall enter into force on the date of adoption

Resolution No [...]

of the Ordinary General Meeting of Tire Company Dębica SA of July 24, 2023 on authorizing the Management Board to carry out the purchase of the Company's own shares

The Ordinary General Meeting of Tire Company Dębica SA ("Company") hereby decides as follows:

§1

The Management Board of the Company is authorized to acquire the Company's own shares on the terms set out in this resolution.

§ 2

The Company may acquire own shares on the following terms, hereinafter referred to as the Program:

1. Only fully paid-up shares may be purchased under the Programme.
2. The maximum total nominal value of the Company's own shares purchased under the Programme shall not exceed 10% of the Company's share capital on the date of adoption of the resolution, i.e. 1,380,275 (one million three hundred eighty thousand two hundred seventy-five).
3. The total amount of funds allocated for the purchase of own shares under the Programme, including the total purchase price of own shares, increased by the costs of their acquisition will not exceed PLN 250,000,000. (two hundred and fifty million zlotys).
4. The price at which the Company will purchase own shares under the Programme may not be lower than PLN 100.00 (in words: one hundred zlotys) and higher than PLN 180.00 (in words: one hundred and eighty zlotys).
5. The Management Board is authorized to purchase own shares under the Programme from the date of adoption of this resolution until 31 December 2024, but no longer than to use the funds allocated for the implementation of the Programme.
6. The Management Board, guided by the interest of the Company, may:
  - a) complete the purchase of own shares before the expiry of the term of validity of the authorization granted by the General Meeting.
  - b) After confirming the completion of the buyback of own shares before the expiry of the authorization period and before using all the funds allocated for the purchase of own shares - continue to execute the authorization granted to him by carrying out subsequent buybacks of own shares, in accordance with paragraph 5 above, i.e. carry out more than one share buyback within the granted authorization.
7. Own shares may be acquired in order to: redeem and reduce the Company's share capital; further resale by the Company; to perform obligations arising from share option plans or other

allotment of shares to employees or members of the administrative, management or supervisory bodies of the Company or its affiliated companies.

8. Acquisition of the Company's own shares may be made in transactions:
  - a) on the regulated market operated by the Warsaw Stock Exchange and under the conditions set out in Article 5 of Regulation (EC) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directive 2003/124/EC, 2003/125/EC and 2004/72/EC and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards on the conditions applicable to buy-back programs and stabilization measures;
  - b) in over-the-counter transactions, by way of one or more invitations to submit offers for the sale of the Company's shares, addressed to all shareholders of the Company, in accordance with the following rules:
    - the purchase price of own shares will be determined by the Management Board (within the limits indicated in clause 4 above) and will be the same for all shareholders of the Company who responded to a given invitation;
    - the number of own shares to be purchased under a given invitation to submit offers for the sale of the Company's shares will be determined each time by the Management Board (taking into account the provisions of this Resolution);
    - in the event that the number of own shares of the Company offered by the shareholders for purchase by the Company is higher than the total number of own shares specified by the Management Board under a given invitation to submit offers for the sale of shares, the Management Board or the entity indicated in section 9 below, will make a proportional reduction of the shares subject to purchase.
9. The acquisition of the Company's own shares may be made through investment firms or independently by the Company.

### §3

1. The Management Board is authorized to:
  - a) determining the detailed terms and conditions of the Programme to the extent not regulated by this Resolution, in particular in terms of determining the method of acquisition (type of transaction), number, determination of the basis for the volumes to be acquired, the price and date of acquisition of own shares and any other detailed conditions for the purchase of own shares, including the content of invitations to submit offers for the sale of the Company's shares;
  - b) making all decisions and taking all actions aimed at acquiring the Company's own shares, in accordance with the provisions of this Resolution, including concluding agreements with entities referred to in §2 section 9 of this resolution and agreements regarding the purchase of shares concluded with individual shareholders.

2. The Management Board undertakes to:
- a) to make public, in accordance with the regulations applicable to public companies, all details of the Programme before trading in own shares under the Programme and its termination. The Management Board will also inform about transactions concluded in accordance with Article 5(1)(b) and (3) of Regulation (EC) No 596/2014 and Article 2 of Regulation (EC) No 2016/1052, as well as any amendments to the Program;
  - b) notifying the next General Meeting about the implementation of the Programme, including the number and nominal value of these shares, their share in the Company's share capital, as well as the value of the benefit provided in exchange for the acquired shares – in the event of acquisition of the Company's shares;
  - c) convene, after the end of the Program or the expiry of the authorization to acquire own shares, the General Meeting in order to adopt resolutions on the redemption of shares and on the reduction of the Company's share capital - in the event that own shares are subject to redemption.

§4

The resolution shall enter into force upon its adoption

Resolution No [...]

of the Ordinary General Meeting of Tire Company Dębica SA of July 24, 2023 on the appointment of an auditor for special matters in order to examine, at the Company's expense, specific issues related to the conduct of the Company's affairs.

The Ordinary General Meeting of Tire Company Dębica SA ("Company") hereby decides as follows:

**§1 Designations of the auditor for special matters**

1. Pursuant to the provisions of Article 84 of the Act of 29.07.2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (hereinafter referred to as the "Public Offering Act"), the Annual General Meetings of the Company appoints the following entity as the auditor for special matters referred to in Article 84 Section 1 of the Act on Public Offering:

**Volante spółka z ograniczoną odpowiedzialnością with its registered office in Wrocław**, entered into the Register of Entrepreneurs under KRS number 323751 (hereinafter referred to as the "Auditor").

2. The auditor meets the conditions referred to in Article 84(2) and (3) of the Public Offering Act.
3. The auditor shall perform the audit in accordance with the subject and scope specified in §2 below, based on (a) documents made available by the Company; (b) publicly available information and data, in particular from registers and reports, communications and financial statements published by the Company and other entities and commercial law companies.
4. The audit referred to in paragraph 1 above will be carried out on the basis of an agreement to be concluded by the Company with the Auditor within 14 days from the date of adoption of this resolution or within 21 days from the date of the court decision appointing the Auditor becoming final, on the terms presented in the offer, a copy of which is attached to the Resolution.

**§2 Subject matter and scope of the examination**

1. The subject and scope of the audit will include examining the manner of conducting the Company's affairs in the scope of:
  - a) The Company's financial liquidity and the Company's management of cash held by the Company; this includes, in particular, examination of loan agreements concluded by the Company in the years 2018-2022 with related parties, their balance, the borrower's ability to repay loans if the Company exercises its right to demand the return of all loan funds and the reality and enforceability of loan collateral granted to the Company.

- b) Conditions of sale of manufactured tyres by the Company to related entities; this includes, in particular, examination of the margin obtained by the Company from the sale of manufactured tyres to related parties, due diligence of the Company's bodies in negotiating the amount of this margin and its market nature, also in comparison with the margins achieved by other commercial law entities that run an enterprise in the form of a production plant.
2. With regard to the issue referred to in § 2(1)(a) above, the exact subject matter and scope of the examination include:
- a) determining the course of the process of concluding loan agreements by the Company with related parties, including determining who (the lender or the borrower) proposes to conclude a loan agreement, whether the Company's management board undertakes negotiations regarding the interest rate on individual loans and on what basis the interest rate is determined.
  - b) substantive assessment of documents and analyses, on the basis of which the Company's Management Board decides to allocate the Company's funds for loans granted to related parties – including the assessment of whether these documents and analyses constitute a reliable and consistent with the principles of professional nature of the activity basis for making decisions on the method of investing funds in the amounts that the Company allocates for the loans in question
  - c) assessment of the rate of return that the Company achieved from loans granted in comparison with the rate of return on other forms of investing cash on market terms achievable in 2018-2022.
  - d) determining whether (and if so, how) the interest rate on loans granted by the Company to related parties is affected by the fact that in the loan agreements the Company reserves and agrees the right to demand immediate return of the borrowed funds.
  - e) determining whether (and if so, how many times and in what amounts) in the years 2018-2022 the Company actually demanded from borrowers early repayment of borrowed cash.
  - f) assessment of the ability of borrowers of loans granted by the Company to actual, immediate repayment of all liabilities from loans to the Company with immediate effect.
  - g) assessment of the feasibility and actual possibility for the Company to use collateral for loans granted to related parties (i.e. sureties or guarantees granted to the Company by further entities), including the process of pursuing claims under these sureties or guarantees, its costs, applicable law, jurisdiction and the possibility of compulsory enforcement.
  - h) assessment of whether, from the perspective of liquidity management of the Company's enterprise, the reservation in loan agreements with related parties of the Company's right to demand immediate early repayment of loans (which may result in reduced interest rates on loans) indicates proper or improper management of the Company's affairs in this respect.
  - i) assessing whether the Company's lending to related parties constitutes sound management of the Company's cash.

- j) assessment of whether, based on the content of loan agreements and the actual course of their performance, the Company's reservation of the right to demand early repayment of loans may be considered a contractual reservation of a sham nature, the purpose of which is to ostensibly justify lower interest rates on loans.
  - k) assessment of whether the Company achieves the expected return on equity by allocating cash for loans granted to related parties – in particular, comparing the rate of return achieved in this way to the rate of return achieved on production assets.
  - l) assessment of whether the Company has its own competence to properly manage cash in the amounts that the Company allocates for loans granted to related parties.
  - m) assessment of whether maintaining available cash in the Company in the years 2018-2022 in amounts corresponding to the balance of loans granted by the Company to related parties and taking into account the Company's current revenues and costs incurred by the Company: (i) was justified by the Company's investment plans; (ii) justified the thesis of the Company's excess financial liquidity; (iii) justified the thesis of maintaining the Company's excess liquidity for the purposes of allocating cash for debt financing of related parties.
  - n) assessment of whether, taking into account the amount of cash available to the Company in the years 2018-2022 (also taking into account the funds allocated by the Company for loans granted to related parties), it was economically and economically reasonable to recommend and allocate annually further cash from the Company's profit to supplementary capital.
  - o) assessment of whether the members of the Company's governing bodies who participated in the decision-making process on granting loans by the Company to related parties did not act in conditions of conflict of interest.
  - p) Determining whether and, if so, on what terms the Company participates in the Cashpooling mechanism between related parties within the Goodyear Group.
3. With regard to the issue referred to in § 2(1)(b) above, the precise subject matter and scope of the examination include:
- a) determining the content and terms of agreements under which the Company sells manufactured tyres to related parties, including determining the rules for determining the sale price and calculating the margin due to the Company.
  - b) determining the content and terms of agreements under which the Company sells manufactured tyres to unrelated entities, including determining the rules for determining the sale price and calculating the margin due to the Company.
  - c) determining the process of concluding a tire sales agreement or agreements by the Company with related parties, including determining whether the Company's management board undertakes negotiations regarding the price and on what basis the sale price of tires manufactured by the Company to related entities is determined.

- d) determining whether there are entities operating production plants within global concerns on the tyre market and determining what margin levels from the sale of tyres to related entities are achieved by such entities, which will be assessed in this respect by entities identified by the Auditor and companies: Michelin Polska sp. z o.o., Goodyear Dunlop Tires Germany GmbH, Bridgestone Poznań sp. z o.o., Goodyear Slovenija d.o.o.
- e) assessment of whether the sale of tyres manufactured by the Company to related parties is carried out on market terms, and the members of the Company's governing bodies take steps to obtain the highest possible price from such sales.

### **§3 Types of documents that the Company should make available to the Auditor**

1. The General Meeting of the Company obliges its Management Board and the Supervisory Board to make available to the Auditor all documents held by the Company or available to the Company, including: contracts, materials, analyses, valuations, studies, reports, opinions, correspondence, summaries, data and information – regardless of their name and method of recording and the media on which they were recorded, enabling the audit to be carried out in accordance with §2 of this Resolution, and in particular:
  - a) loan agreements concluded by the Company with related parties in 2018-2022;
  - b) all correspondence conducted by the Company with the lender regarding a given loan agreement – both the one that was exchanged before the conclusion of the Agreement and in the course of its performance;
  - c) security documents received by the Company in connection with loans granted to related parties, including a document of corporate sureties or guarantees, granted to the Company by companies from the Goodyear Group, including The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA.
  - d) all materials and analyses on the basis of which the Company assessed each time the ability of a given lender to repay liabilities under a given loan, including in the event of the Company demanding early repayment of the entire balance of loans by the borrower;
  - e) any materials and analyses on the basis of which the Company assessed in each case the ability of the entity or entities granting corporate sureties or guarantees (or other forms of security) for loans granted by the Company to meet its obligations to the Company; in this respect, the Company should also provide materials and analyses in which the course of possible enforcement of obligations towards the guarantor or guarantor under the appropriate law and possible forced enforcement of the awarded amounts was determined and assessed;
  - f) all materials and analyses on the basis of which the Company assessed each time the economic rationale and profitability of loans granted by the Company to related entities in the years 2018-2022; this scope also includes materials submitted to members of the Supervisory Board together with applications for consent to conclude or grant a particular loan;



- g) internal documents regarding the Company's planned cash flow – in 2018-2022;
  - h) the Company's investment plans, which were developed in the years 2018-2022, together with cost estimates, implementation schedules and assumed sources of financing;
  - i) all materials and analyses on the basis of which the Company's Management Board recommended in the years 2018-2023 to allocate part of the Company's profit for the previous year to supplementary capital. J
  - j) any correspondence between employees or members of the Company's governing bodies and employees or members of related bodies concerning the Company's granting of loans or the Company's management of cash or the rules for operating a cashpooling system within the Goodyear Group.
  - k) agreements between the Company and related parties under which the Company sells manufactured tyres to related parties; this includes both the documents of framework agreements and individual orders and correspondence between the buyer and the seller in the performance of a given contract or order;
  - l) all materials and analyses on the basis of which the Company assessed each time the market nature of the prices according to which the Company sold tires to related entities.
  - m) any materials and analyses held by the Company, in which the Company has researched the market levels of sales prices determined in tire sales transactions between the seller - the company operating the production plant and the buyer - the company being the sole or majority shareholder of the seller.
  - n) Transfer pricing documentation of the Company;
  - o) August 2014 Technical Support and Licensing Agreement between the Company and Goodyear S.A., headquartered in Colmar Berg, Luxembourg;
  - p) Agreement dated February 1, 2018 between the Company and Goodyear Dunlop Tires Operations S.A. with its registered office in Colmar Berg, Luxembourg.
  - q) Document of the procedure for managing conflicts of interest and concluding transactions with related parties in conditions of the possibility of a conflict of interest – introduced in accordance with the document entitled "Code of Best Practice for WSE Listed Companies 2021".
2. The General Meeting of the Company obliges its Management Board to make available to the Auditor the documents referred to in clause 1 above within 21 calendar days after the adoption of the Resolution or no later than within 21 calendar days from the date of the court decision appointing the Auditor becoming final.
  3. The General Meeting of the Company obliges its Management Board and the Supervisory Board to cooperate with the Auditor in order to enable efficient auditing, including providing explanations specified in Article 86 Section I of the Public Offering Act.

#### **§4 Date of commencement of the examination and presentation of the report**

1. The auditor will commence work within 21 calendar days after the adoption of the Resolution or no later than within 21 calendar days from the date of the court's decision on the appointment of the auditor becoming final.
2. If the auditor obtains information or data constituting a trade secret, the auditor will be obliged to keep it confidential, unless the disclosure of such information or data is necessary to justify the position contained in the audit report, or the obligation to disclose them results from generally applicable laws.
3. The auditor is obliged to present a written report on the audit to the Management Board and the Supervisory Board of the Company within 3 months from the date of commencement of work in accordance with paragraph 1 above.

#### **§5 Entry into force of the Resolution**

The resolution shall enter into force on the day of its adoption

Resolution No [...]

of the Ordinary General Meeting of Tire Company Dębica SA of July 24, 2023 on the creation of reserve capital to finance the acquisition of own shares

The Ordinary General Meeting of Tire Company Dębica SA ("Company") hereby decides as follows:

§ 1

1. A reserve capital of PLN 250,000,000 is created. (two hundred and fifty million zlotys) in order to finance the acquisition of own shares by the Company in accordance with the provisions of Resolution No [...] of the Ordinary General Meeting of Tire Company Dębica SA of July 24, 2023 regarding the authorization of the Management Board to carry out the purchase of the Company's own shares (hereinafter: Reserve Capital).
2. The Reserve Capital is created from the remaining reserves of the Company
3. The Management Board is authorized to use the funds from the Reserve Capital in accordance with the provisions of this Resolution and Resolution No [...] of the Ordinary General Meeting of Tire Company Dębica SA of July 24, 2023 on authorizing the Management Board to carry out the buyback of the Company's own shares, however, the purchase of own shares under the Program may not result in a decrease in the net asset value below the share capital increased by write-offs and provisions not subject to distribution.
4. The Reserve Capital shall be established upon the adoption of this resolution.

§2

The resolution shall enter into force upon its adoption.

***/This is translation of a document in Polish. In case of discrepancies Polish version is binding./***