

RESOLUTIONS NOT ADOPTED

**Resolution No. 2
of the Ordinary General Meeting of Tire Company Dębica S.A. of 27 June 2024
on the adoption of the agenda.**

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. resolves to adopt the following agenda:-----

- 1. Opening of the Annual General Meeting. -----
- 2. Election of the Chairman of the Annual General Meeting. -----
- 3. Confirmation of the correctness of convening the Annual General Meeting and its ability to adopt resolutions. -----
- 4. Adoption of the agenda. -----
- 5. Election of the Secretary of the Ordinary General Meeting. -----
- 6. Review and approval of the Company's financial statements for 2023. -----
- 7. Consideration and approval of the Management Board's report on the Company's activities for 2023. -----
- 8. Consideration and approval of the Supervisory Board's report for 2023. -----
- 9. Presentation by the Management Board of the Company of information on the purposes for which the Management Board of the Company proposes to allocate the amount of PLN 142,184,323.50 from the Company's profit for 2023 to the reserve capital in a situation where the already existing reserves of the Company created from profits from previous years, at the end of 2023 amounted to over PLN 644,118,000 and constituted over 60% of the Company's capitalization, and at the same time, the balance of loans granted by the Company to entities related to the majority shareholder amounted to: PLN 700 million (as at the balance sheet date of 31 December 2023), PLN 600 million (as at the balance sheet date of 31 December 2022), PLN 500 million (as at the balance sheet date of 31 December 2021) and PLN 400 million (as at the balance sheet date of 31 December 2020). -----
- 10. Presentation by the Company's Management Board of information on the conditions set by the Company's Management Board, the fulfillment of which will justify the Company's Management Board's recommendation that the Company's reserve capitals created from the profit from 2000 – 2022 (currently in the amount of over PLN 640 million, representing over 60% of the Company's capitalization and corresponding to loans granted to Goodyear), created each time with the reservation "with the

possibility of paying dividends to shareholders" should be paid out in the form of a dividend for shareholders; Presentation by the Company's Management Board of an update of the Company's Management Board's position on whether there is a maximum amount of reserve capital created from profits from previous years, after which the Management Board will not recommend allocating the Company's profit in subsequent years to further reserve capital, or whether the position of the Company's Management Board expressed during the Company's General Meeting of Shareholders in 2023 is still in force, according to which "there is no such maximum".

11. Presentation by the Management Board of the Company of information on the economic and legal basis for which the Management Board of the Company in 2023 allocated the amount of PLN 700 million, representing more than 60% of the Company's capitalization, to lending activities, in a situation where lending activities are not the Company's statutory activities. -----
12. Presentation by the Management Board of the Company of information on how and on what basis the Management Board of the Company assesses the credit risk of the borrower of loans granted by the Company, i.e. Goodyear S.A. with its registered office in Colmar-Berg, Luxembourg, and discussion of the extent to which the credit risk of this borrower justifies the margin on loans granted in the amount of PLN 700 million, which the Management Board of the Company sets in the loan agreements at the level of 0.45%.-----
13. Presentation by the Company's Management Board of information on whether, apart from the collateral disclosed in the Company's current reports, for the loans granted to Goodyear S.A. with its registered office in Colmar-Berg, Luxembourg in the form of a guarantee issued by The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA, the Company obtains any other collateral for these loans. -----
14. Presentation by the Management Board of the Company of information on the procedure, under what conditions and under what right the Company is entitled to pursue rights and claims under the only security for loans granted by the Company in the amount of PLN 700 million, disclosed in the Company's current reports, i.e. security in the form of a guarantee issued by The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, United States. -----
15. Presentation by the Management Board of the Company of information on how and on what basis the Management Board of the Company assesses the credit risk of The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA, as the entity providing the only security for the loans granted in the form of guarantees disclosed by the Company, including the presentation of information on whether the Management Board of the Company: assessed the guarantor's debt, analysis of the structure of this debt and whether it analysed whether other liabilities of The Goodyear Tire & Rubber Company enjoy priority over the Company's rights under the guarantee. -----

16. Presentation by the Management Board of the Company of information on the actions taken by the Management Board of the Company in the scope of collateral and interest on loans granted by the Company, the only collateral of which is the guarantee of The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA, and which actions were taken by the Management Board of the Company after that, when in November 2023, the rating agency S&P Global Ratings downgraded The Goodyear Tire & Rubber Company's rating from BB- to B+ and assessed that in 2024 and 2025 in the guarantee company, "free cash flow from operating activities (FOCF) will remain negative". -----
17. Presentation by the Company's Board of Directors of whether the Company's Board of Directors currently assesses the margin on loans granted to Goodyear at 0.45% as adequate for the credit risk associated with these loans and whether, after S&P Global Ratings downgraded The Goodyear Tire & Rubber Company's rating from BB- to B+, the Company's Board of Directors maintains the position that in determining the interest rate on loans granted to Goodyear is adequate (taking into account the levels of risk) A comparison (benchmark) are bank deposits offered by Polish banks. -----
18. Presentation by the Management Board of the Company of information on the Company's losses as a result of the fire that occurred at the Company's production plant in 2023, the corrective actions taken, the course of liquidation of the damage caused by the above-mentioned fire, the method of financing the corrective actions and the manner and degree of use of the Company's insurance policies. -----
19. Adoption of a resolution on the allocation or refusal to allocate funds from the remaining reserves existing in the Company for the payment of a special dividend. -
20. Adoption of a resolution on the appointment of an auditor for special matters in order to audit, at the Company's expense, certain issues related to the management of the Company's affairs.-----
21. Adoption of a resolution on the distribution of profit. -----
22. Granting discharge from liability to members of the Company's Management Board for the performance of their duties in 2023. -----
23. Granting discharge to members of the Company's Supervisory Board for the performance of their duties for 2023. -----
24. Determination of the number of members of the Company's Supervisory Board. -----
25. Appointment of members of the Company's Supervisory Board. -----
26. Adoption of a resolution to give an opinion on the report on the remuneration of members of the Management Board and Supervisory Board of the Company for 2023. -----
27. Adoption of a resolution on the adoption of amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of Tire Company Dębica S.A. -----

28. Presentation of a report on the manner in which the results of the auditor's audit and recommendations contained in the auditor's report were taken into account. -----
29. Closing of the General Meeting. -----

§ 2

The resolution shall enter into force on the date of its adoption.-----

After an open vote, which took place with the use of magnetic cards, the results of the vote were announced: -----

- 12,991,096 shares took part in the voting, representing 94.12% of the share capital, of which 12,991,096 votes were validly cast, -----

- 948 079 valid votes were cast in favour of the resolution, -----

- 12,042,976 votes were cast against, -----

- 41 abstentions. -----

**Resolution No. 7
of the Ordinary General Meeting of Tire Company Dębica Spółka Akcyjna of June 27,
2024
on the distribution of profit.**

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. resolves to distribute the profit for 2023 in the amount of PLN 284,352,648.50 (in words: two hundred eighty-four million three hundred fifty-two thousand six hundred forty-eight zlotys 50/100), as follows:

1. The amount of PLN 284,336,650.00 (in words: two hundred eighty-four million three hundred thirty-six thousand six hundred fifty zlotys 00/100) to be allocated to the dividend for shareholders in the amount of PLN 20.60 per share, setting September 20, 2024 as the dividend rights acquisition date (dividend date) and December 18, 2024 as the dividend payment date; -----
2. The amount of PLN 15,998.50 (in words: fifteen thousand nine hundred ninety-eight zlotys 50/100) should be allocated to the reserve capital with the possibility of payment in future years. The amount allocated to the reserve capital may also be allocated to be distributed to shareholders in subsequent financial years, including in the form of an interim dividend or interim dividends-----

§ 2

The resolution shall enter into force on the date of its adoption.-----

After an open vote, which took place with the use of magnetic cards, the results of the vote were announced: -----

- 12,991,096 shares took part in the voting, representing 94.12% of the share capital, of which 12,991,096 votes were validly cast, -----

- 948 064 valid votes were cast in favour of the resolution, -----

- 12,042,991 votes were cast against, -----

- 41 abstentions. -----

Resolution No. 31
of the Annual General Meeting
Tire Company Debica SA
of 27 June 2024

on the allocation of funds from the remaining reserves existing in the Company for the payment of a special dividend

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") hereby decides as follows:-----

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") allocates the amount of PLN 200,000,000 (two hundred million zlotys) from the remaining reserves 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 14.49 per share, -----
- 2) 20 September 2024 shall be set as the date of acquisition of the rights to dividend (dividend date), -----
- 3) December 10, 2024 is set as the dividend payment date.-----

§ 3

The resolution shall enter into force on the date of its adoption.-----

After an open vote, which took place with the use of magnetic cards, the results of the vote were announced: -----

- 12,991,096 shares took part in the voting, representing 94.12% of the share capital, of which 12,991,096 votes were validly cast, -----

- 948 064 valid votes were cast in favour of the resolution, -----

- 12,043,032 votes were cast against, -----

- 0 abstentions. -----

Resolution No. 31
of the Annual General Meeting
Tire Company Debica SA
of 27 June 2024

on the allocation of funds from the remaining reserves existing in the Company for the payment of a special dividend

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") hereby decides as follows:-----

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") allocates the amount of PLN 100,000,000 (one hundred million zlotys) from the remaining reserves 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) 20 September 2024 shall be set as the date of acquisition of the rights to dividend (dividend date), -----
- 3) December 10, 2024 is set as the dividend payment date.-----

§ 3

The resolution shall enter into force on the date of its adoption -----

After an open vote, which took place with the use of magnetic cards, the results of the vote were announced: -----

- 12,991,096 shares took part in the voting, representing 94.12% of the share capital, of which 12,991,096 votes were validly cast, -----

- 948 064 valid votes were cast in favour of the resolution, -----

- 12,043,032 votes were cast against, -----

- 0 abstentions. -----

Resolution No. 31
of the Annual General Meeting
Tire Company Debica SA
of 27 June 2024

on the allocation of funds from the remaining reserves existing in the Company for the payment of a special dividend

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") hereby decides as follows:-----

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") allocates the amount of PLN 50,000,000 (fifty million zlotys) from the remaining reserves 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 3.62 per share, -----
- 2) 20 September 2024 shall be set as the date of acquisition of the rights to dividend (dividend date), -----
- 3) December 10, 2024 is set as the dividend payment date.-----

§ 3

The resolution shall enter into force on the date of its adoption.-----

After an open vote, which took place with the use of magnetic cards, the results of the vote were announced: -----

- 12,991,096 shares took part in the voting, representing 94.12% of the share capital, of which 12,991,096 votes were validly cast, -----

- 948 064 valid votes were cast in favour of the resolution, -----

- 12,043,032 votes were cast against, -----

- 0 abstentions. -----

Resolution No. 31
of the Annual General Meeting
Tire Company Debica SA
of 27 June 2024

on the appointment of an auditor for special matters in order to examine, at the Company's expense, certain issues related to the management of the Company's affairs.

The Ordinary General Meeting of Tire Company Debica S.A. ("**Company**") hereby decides as follows: -----

§1

Designation 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: "**Act on Public Offering**"), the Ordinary General Meeting 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 limited liability company with its registered office in WrocławLaotańska 30, 52-114 Wrocław, entered into the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław Fabryczna in Wrocław, VI Commercial Division of the National Court Register under KRS number 0000323751, with a share capital of PLN 3,100,000.00, NIP 8992662606, REGON: 020919621 (hereinafter referred to as: "**Auditor**"). -----

2. The auditor meets the conditions referred to in Article 84(2) and (3) of the Public Offering Act. -----

- 3. The auditor will perform the audit in accordance with the subject and scope specified in §2 below, with the audit being based on: -----
 - (a) documents and explanations necessary to conduct the audit made available by the Company; -----
 - (b) publicly available information and data, in particular from registers and reports, announcements and financial statements published by the Company and from publicly available publications of rating agencies, including: S&P Global Ratings, Moody's Investors Service, Inc., Moody's Analytics, Inc., Fitch Ratings, Inc., Fitch Solutions, Inc. -----
 - (c) auditor's report for special matters, attached to the Company's Current Report of October 31, 2023 No. 32/2023. -----
- 4. The audit referred to in paragraph 1 above will be carried out on the basis of an agreement which the Company will conclude with the Auditor within 14 days from the date of adoption of this resolution or within 21 days from the date of the court's decision on the appointment of the Auditor becoming final, on the terms and conditions presented in the offer, a copy of which is attached to the Resolution. -----

§2

Subject and scope of the study

- 1. The subject and scope of the audit will include an examination of the manner in which the Company's affairs are conducted in the scope of: -----
 - a) Examination and determination of the content of the Company's financial policy in the years 2019-2024, in particular with regard to the investment of financial surpluses, and then assessment of this policy from the perspective of economy and proper management of the company's finances;-----
 - b) Examination of the manner in which the Company's affairs are conducted in the field of preparation and financing of construction and infrastructure investments in the years 2019-2024, with particular emphasis on the explanations provided by the Company's Management Board that the purpose of accumulating funds from profit in the Company is to collect funds to finance the implementation of a construction or infrastructure investment, and then to assess the manner in which the Company's affairs are conducted in this respect from the perspective of economy and sound financial management of the company;-----
 - c) Examining the manner in which the Company's affairs are conducted in terms of protecting the purchasing power of the Company's financial surpluses in the years 2019 – 2024, in particular taking into account the purpose of accumulating these funds declared by the Company's Management Board, i.e. to finance the implementation of a construction or infrastructure investment, and then assessing the manner in which the Company's affairs are conducted in this respect from the perspective of economy and proper management of the company's finances;-----

- d) Examining the manner in which the Company's affairs are conducted with regard to determining the margin on loans granted to entities related to the majority shareholder in the years 2019-2024, including in particular: (i) examining the benchmark policy applied by the Company to determine the interest rate on the loans in question; (ii) comparison of the margin of the loans in question to the market level of interest rates on corporate loans, taking into account the data contained in the financial statements of companies from the manufacturing industry, including Michelin Polska sp. z o.o. and Bridgestone Poznań sp. z o.o.; (iii) examine whether the margin of the loans in question reflects the credit risk associated with the borrower of those loans; (v) to examine whether the margin of the loans in question reflects the credit risk associated with the collateral obtained by the Company in the form of guarantees from The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA, (vi) to examine the manner in which the Company's affairs in this respect are conducted from the perspective of economy and sound financial management of the company; -----
- e) Examination of the benchmark policy referred to in letter (d) above and assessment of whether it is substantively justified to assume that loans granted by the Company to entities related to the majority shareholder are an instrument comparable to bank deposits – in particular in terms of the security of funds invested in this way. -----
- f) Examination of the manner in which the Company's affairs are conducted in the years 2019 – 2024 with respect to the collateral accepted by the Company for loans granted by the Company to entities related to the majority shareholder, i.e. examination of the conditions and possibilities for the Company to assert rights under the guarantee of The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA, taking into account: (i) the guarantor's rating; (ii) the level of the guarantor's debt and the structure of that debt, including taking into account the priority of satisfaction of individual liabilities; (iii) the feasibility of pursuing rights under the guarantee in question – taking into account and indicating the applicable law, competent courts and debt enforcement procedures. -----
- g) Examining the manner in which the Company's affairs are conducted in terms of adjusting the Company's financial policy and granting loans to entities related to the majority shareholder secured only by the guarantee of The Goodyear Tire & Rubber Company with its registered office in Akron, Ohio, USA – after in November 2023 the rating agency S&P Global Ratings downgraded the rating of The Goodyear Tire & Rubber Company from BB- to B+ and assessed, that in 2024 and 2025 in the company granting the guarantee "free cash flow from operating activities (FOCF) will remain negative"; and then an assessment of whether the event in question had an impact on the assessment of the credit risk of loans granted by the Company and, if so, whether the Company's Management Board took steps to mitigate the risk and adjust the loan margin to the increased credit risk. -----

§3

Types of documents that the Company should make available to the Auditor

1. The General Meeting of the Company instructs its Management Board and Supervisory Board to make available to the Auditor the following documents held by the Company or available to the Company: -----
 - a) Loan agreements concluded by the Company with related parties in the years 2019 – 2024; -----
 - b) Security documents received by the Company in connection with loans to affiliates, including sureties or corporate guarantees, issued to the Company by Goodyear Group companies, including The Goodyear Tire & Rubber Company of Akron, Ohio, USA. --
 - c) Documentation on the basis of which the Company assessed each time the economic viability and profitability of loans granted by the Company to related parties in the years 2018 – 2024; this scope also includes materials submitted to members of the Supervisory Board together with applications for consent to conclude or grant a particular loan. -----
 - d) Internal documents concerning the Company's planned cash flow requirements – in the years 2018 – 2024 -----
 - e) The Company's investment plans, which were developed in the years 2018 – 2024, together with cost estimates and implementation schedules. -----
 - f) Materials and analyses on the basis of which the Management Board of the Company recommended in the years 2018-2024 the allocation of a part of the Company's profit for the previous year to supplementary capital. -----
 - g) Transfer pricing documentation of the Company. -----
 - h) Documentation governing the management of conflicts of interest and the conclusion of transactions with related parties. -----
2. The General Meeting of the Company obliges its Management Board to make available to the Auditor the documents referred to in paragraph 1 above no later than within 3 months after the adoption of the Resolution or no later than within 3 months from the date on which the court's decision on the appointment of the Auditor becomes final. -----
3. The General Meeting of the Company obliges its Management Board and Supervisory Board to cooperate with the Auditor in order to enable the efficient conduct of the audit, including providing explanations specified in Article 86 Section I of the Act on Public Offering. -----

§4

Date of commencement of the audit and submission of the report

1. The Auditor shall commence work no later than within 3 months after the adoption of the Resolution or no later than within 3 months from the date on which the court's decision on the appointment of the Auditor becomes 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 submit 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 section 1 above. -----

§5

Entry into force of the Resolution

The resolution shall enter into force on the date of its adoption.-----

After an open vote, which took place with the use of magnetic cards, the results of the vote were announced: -----

- 12,991,096 shares took part in the voting, representing 94.12% of the share capital, of which 12,991,096 votes were validly cast, -----

- 948 105 valid votes were cast in favour of the resolution, -----

- 12,042,991 votes were cast against, -----

- 0 abstentions. -----

/This is translation of a Polish document. In case of discrepancy, the Polish version is binding./