

**Draft Resolutions**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company Dębica S.A.**  
**convened to be held on 23 June 2021, at 10:00 am**

**Resolution No. 1**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company "Dębica" S.A. dated 23 June 2021**  
**concerning election of the Chairperson of the Ordinary General Meeting of Shareholders**

**§1**

The Ordinary General Meeting of the Dębica S.A. Tire Company elects Mr./Ms. \_\_\_\_\_ as Chairperson of the Ordinary General Meeting.

**§2**

Resolution comes into force upon adoption.

**Resolution No. 2**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company "Dębica" Spółka Akcyjna**  
**dated 23 June 2021**  
**on the adoption of the Agenda.**

**§1**

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

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of the Chairperson of the Company's Ordinary General Meeting of Shareholders.
3. Acknowledgment of the correctness of convention of the Ordinary General Meeting of Shareholders and its capacity to adopt resolutions.
4. Adoption of the Agenda.
5. Election of the Secretary of the Company's Ordinary General Meeting of Shareholders.
6. Review and approval of the 2020 Company's Financial Statements comprising the Balance Sheet, Profit and Loss Account, Cash Flow Statement and Notes.
7. Review and approval of the 2020 Management Board's Report on the Company Activities.
8. Review and approval the 2020 Supervisory Board's Report on Its Activities.
9. Adoption of resolution on profit distribution.
10. Granting a vote of acceptance to the members of the Company's Management Board confirming the discharge of their duties in 2020.
11. Granting a vote of acceptance to the members of the Company's Supervisory Board confirming the discharge of their duties in 2020.
12. To establish the number of the Company's Supervisory Board members.
13. Appointment of the Company's Supervisory Board members.
14. Adoption of a resolution on issuing an opinion on the report on remuneration of members of the Management Board and the Supervisory Board of the Company for the years 2019-2020.
15. Adoption of a resolution on change of the Company's Article of Association.

16. Closing of the Meeting.

**§2**

The Resolution comes into force upon its adoption

**Resolution No. 3**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021**

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

**§1**

The Ordinary General Meeting of the Dębica S.A. Tire Company elects Mr./Ms. \_\_\_\_\_ as Chairperson of the Ordinary General Meeting.

**§2**

The Resolution comes into force upon its adoption

**Resolution No. 4**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021 on the**

**approval of the 2019 Company's Financial Statements.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby approves the 2020 Financial Statements, presented to it on 23 June 2021, comprising:

1. Balance Sheet, drawn up as of 31 December 2020;
2. Profit and Loss Account,
3. Cash Flow Statement,
4. Notes and Explanations

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 5**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021**

**on the approval of the 2020 Management Board's Report on the Company Activities.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. approves the 2020 Management Board's Report on the Company's Activities.

**§2**

The Resolution comes into force upon its adoption

**Resolution No. 6**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company "Dębica" S.A. dated 23 June 2021**  
**on the approval of the 2020 Supervisory Board's Report on its Activities.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. approves the 2020 Supervisory Board's Report on its Activities.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 7**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company "Dębica" S.A. dated 23 June 2021**  
**on 2020 profit distribution.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. adopts a resolution regarding distribution of the profit for 2020, which amounted to PLN 68 392 458,36 (in words: in words: sixty-eight million three hundred ninety-two thousand four hundred fifty-eight zloty and 36/100) in the following manner:

1. the amount of PLN 51 346 230,00 (in words: fifty one million three hundred and forty six thousand two hundred and thirty zlotys 00/100) shall be allocated to the dividend for shareholders in the amount of PLN 3.72 per share, setting 20 September 2021 as the date of acquisition of rights to dividend (dividend day) and 17 December 2021 as the date of dividend payment - due to the seasonal nature of the Company's business;
2. the amount of PLN 17 046 228,36 (in words: in words: seventeen million forty-six thousand two hundred twenty-eight and 36/100) shall be allocated to the reserve capital with the possibility of disbursement in future years.

The amount allocated to the reserve capital may also be used for distribution to shareholders in consecutive financial years, including in the form of an advance payment(s) of dividends.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 8**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company "Dębica" S.A. dated 23 June 2021**  
**on granting a vote of acceptance to a Member of the Company's Management Board**  
**confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Leszek Szafran, President and Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 9**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021**

**on granting a vote of acceptance to a Member of the Company's Management Board  
confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Michał Mędrek, a Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 10**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Management Board  
confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Mirosław Maziarka, a Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 11**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Management Board  
confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Ireneusz Maksymiuk, a Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 12**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Jacek Pryczek, the Chairman of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 13**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Dominikus Golsong, the Deputy Chairman and a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 14**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Maciej Mataczyński, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 15**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Łukasz Rędziniak, the Secretary and a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 16**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Lourens Roets, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 17**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Andrzej Kowal, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 18**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Michaël de Schrijver, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 19**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. François Colin de Verdière, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 20**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Vincent Ganier, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 21**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Krzysztof Mika, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 22**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2020.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Janusz Raś, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2020.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 23**

**of the Ordinary General Meeting of Shareholders**

**Tire Company "Dębica" S.A. dated 23 June 2021.**

**on establishing the number of the Supervisory Board members for the term of office starting on 23 June 2021.**

**§1**

The Ordinary General Meeting of Tire Company Dębica S.A. resolves that the Supervisory Board of the term of office starting on 23 June 2021 shall consist of 5 to 9 members.

**§2**

The Resolution comes into force upon its adoption.

**Resolution No. 24**

**of the Ordinary General Meeting of Shareholders  
Tire Company "Dębica" S.A. dated 23 June 2021.  
on the appointment to the Supervisory Board for a new term of office.**

**§1**

The Ordinary General Meeting of the Dębica S.A. Tire Company appoints Mr. /Mrs. \_\_\_\_\_ to the Supervisory Board for the term of office starting on 23 June 2021.

**§2**

The Resolution comes into force upon its adoption.

(The above resolution is repeated an appropriate number of times, depending on the content of resolution 23).

**Resolution No. 25  
of the Ordinary General Meeting of Shareholders  
Tire Company "Dębica" S.A. dated 23 June 2021.  
concerning opinion of the Supervisory Board on the report regarding remuneration for  
members of Management Board and Supervisory Board of Tire Company Dębica S.A.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A acting pursuant to Article 90g section 6 of the Act of July 29th 2005 on public offering, conditions governing the introduction of financial instruments to organized trading on public offering and the conditions for introducing financial instruments to the organized trading system and on public companies, issues its positive opinion on the report on remuneration of members of the Management Board and Supervisory Board of the Company for the years 2019-2020.

**§2**

The Resolution comes into force upon its adoption.

Rationale: Art. 90d, par. 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 Journal of Laws of 2019, item 623 as amended.

**Appendix No 1.** to Resolution No. 25 of the Ordinary General Meeting of Tire Company Dębica S.A. of June 23, 2021 on the opinion on the report on remuneration of the members of the Management Board and the Supervisory Board of the Company for 2019-2020: Report of the Supervisory Board on remuneration of members of the Management Board and members of the Supervisory Board for 2019-2020.

**Appendix No 2.** to the Resolution No. 25 of the Ordinary General Meeting of Tire Company Dębica S.A. of June 23, 2021 on the opinion on the report on remuneration of the Members of the Management Board and Supervisory Board of the Company for the years 2019-2020: Report of the independent statutory auditor on the attestation service regarding the Report on remuneration.

**Resolution No. 26**  
**of the Ordinary General Meeting of Shareholders**  
**Tire Company „Dębica” S.A. dated 23 June 2021**  
**concerning change of the Company’s Articles of Association.**

**§1**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A., following the motion of the Company Management Board resolves:

1. To give § 26, section 2 of the Company's Articles of Association in its current wording:

"Acquisition and disposal of real estate or share in real estate does not require a resolution of the General Meeting of Shareholders"

new wording as follows:

„Acquisition and disposal of real estate, perpetual usufruct or share in real estate does not require a resolution of the General Meeting."

2. Authorize the Supervisory Board to establish a consolidated text of the changed Articles of Association of the Company.

**§2**

The resolution comes into force upon adoption and the change required an entry in National Court Register.

Rationale: The proposed amendment to the Articles of Association is aimed at avoiding possible doubts in interpretation as to whether the sale of perpetual usufruct by the Company requires a resolution of the General Meeting.