

Draft Resolutions
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
convened to be held on June 27, 2024 at 09:00 a.m.

Resolution No. 1
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on the election of the Chairman of the Ordinary General Meeting.

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. elects Mr./Ms. _____ as the Chairman of the Ordinary General Meeting.

§ 2

Resolution comes into force upon adoption.

Resolution No. 2
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on the adoption of the Agenda.

§ 1

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

1. Opening of the Ordinary General Meeting of Shareholders.
2. Election of 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 2023.
7. Review and approval of the Management Board's report on the Company's activities for 2023.
8. Review and approval of the Supervisory Board's report for 2023.
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 2023.
11. Approve the performance of duties by the members of the Company's Supervisory Board for the year 2023.
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 of the Company for 2023.
15. Adoption of a resolution on approval of amendments to Remuneration Policy for Members of the Management Board and Supervisory Board of Tire Company Dębica S.A..
16. Provide report on how the results of the auditor's examination and the recommendations contained in his report were taken into account.
17. Closing of the meeting.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 3
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on the election of the Secretary of the Ordinary General Meeting of Shareholders.**

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. elects Mr./Ms. _____ as the Secretary of the Ordinary General Meeting.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 4
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on approval of the 2023 Company's financial statements.**

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. hereby approves the financial statements for 2023 presented to it on June 27, 2024, comprising:

1. Balance Sheet prepared as at 31 December 2023,

2. Profit and Loss Account,
3. Cash Flow Statement,
4. Notes and Explanations.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 5
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on approval of the Management Board's report on the Company's activities in 2023.**

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. approves the Management Board's report on the Company's activities for 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 6
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on approval of the 2023 Supervisory Board's report on its activities.**

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. approves the 2023 Supervisory Board's report on its activities.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 7
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on 2023 profit distribution.**

§ 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 142,168,325.00 (in words: one hundred forty-two million one hundred sixty-eight thousand three hundred twenty-five zlotys 00/100) to be allocated to the dividend for shareholders in the amount of PLN 10.30 per share, setting September 20, 2024 as the dividend acquisition date (dividend date) and December 18, 2024 as the dividend payment date – due to the seasonal nature of the Company's business;

2. the amount of PLN 142,184,323.50 (say: one hundred forty-two million one hundred eighty-four thousand three hundred twenty-three zlotys 50/100) to be allocated to the reserve capital with the possibility of disbursement in future years.

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

§ 2

Resolution comes into force upon adoption.

Resolution No. 8 of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Management Board of the Company
confirming the discharge of his duties in 2023.**

§ 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 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 9 of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Management Board of the Company
confirming the discharge of his duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Ireneusz Maksymiuk, President and Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 10
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024**

**on granting a vote of acceptance to the Member of the Management Board of the Company
confirming the discharge of his duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Marek Nahtigal, Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 11
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024**

**on granting a vote of acceptance to the Member of the Management Board of the Company
confirming the discharge of her duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mrs. Anna Winiarska – Miśkowiec, Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of her duties in 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 12
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.**

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Jacek Pryczek, Chairman and Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 13

of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023.**

§ 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, Vice-Chairman and Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 14

of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Andrzej Kowal, Secretary and Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 15

**of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.**

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Lourens Roets, Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 16
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.**

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of her duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mrs. Agnieszka Modras, Member of the Supervisory Board, confirming the discharge of her duties in 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 17
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.**

dated 27 June 2024

**on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Michaël De Schrijver, Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 18
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Vincent Ganier, Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 19
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Janusz Ras, Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

Resolution No. 20
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
dated 27 June 2024
on granting a vote of acceptance to the Member of the Company's Supervisory Board
confirming the discharge of his duties in 2023

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Krzysztof Pieniążek, Member of the Supervisory Board, confirming the discharge of his duties in 2023.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 21
of the Ordinary General Meeting of Shareholders**

Tire Company Debica S.A.

dated 27 June 2024

on determining the number of members of the Supervisory Board for the term of office starting on June 27, 2024

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. resolves that the Supervisory Board of the term of office beginning on June 27, 2024 will be composed of 5 to 9 members.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 22
of the Ordinary General Meeting of Shareholders**

Tire Company Debica S.A.

dated 27 June 2024

on the appointment to the Supervisory Board for a new term of office.

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. appoints Mr./Mrs. _____ to the Supervisory Board for the term of office beginning on June 27, 2024.

§ 2

Resolution comes into force upon adoption.

(The above resolution is repeated the appropriate number of times, depending on the content of resolution No. 21).

**Resolution No. 23
of the Ordinary General Meeting of Shareholders**

Tire Company Debica S.A.

dated 27 June 2024

**on issuing an opinion on the report on the remuneration of Members of the Management Board
and Supervisory Board of the Company for 2023**

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A., acting pursuant to Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, gives a positive opinion on the report on the remuneration of members of the Management Board and Supervisory Board of the Company for 2023.

§ 2

Resolution comes into force upon adoption.

Justification: *The obligation to adopt a resolution arises from Article 90g(6) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2024, item 620).*

Appendix No. 1

to Resolution No. 23 of the Ordinary General Meeting of Tire Company Dębica S.A. of June 27, 2024 on giving an opinion on the report on the remuneration of members of the Management Board and Supervisory Board of the Company for 2023: *Report of the Supervisory Board on the remuneration of members of the Management Board and members of the Supervisory Board for 2023*

Appendix No. 2

to Resolution No. 23 of the Ordinary General Meeting of Tire Company Dębica S.A. of June 27, 2024 on giving an opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of the Company for 2023: *Report of the independent statutory auditor on the attestation service regarding the Remuneration Report*

Resolution No. 24

of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

dated 27 June 2024

**on the adoption of amendments to the Remuneration Policy for Members of the Management
Board and Supervisory Board of Tire Company Dębica S.A.**

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A., acting pursuant to Article 90d(1) in connection with Article 90e(4) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies, hereby resolves to amend the Remuneration Policy for Members of the Management Board and Supervisory Board of Tire Company Dębica S.A., giving it a new wording, in accordance with Appendix No. 1 to this Resolution.

§ 2

Resolution comes into force upon adoption.

Justification: The Policy clarifies:

- (i) the principles of avoiding conflicts of interest,
- (ii) an explanation of how the working and pay conditions of the company's employees other than members of the Management Board and the Supervisory Board were taken into account when establishing the remuneration policy,
- (iii) information on the employment of Members of the Management Board and Members of the Supervisory Board,
- (iv) the mutual proportions of fixed and variable components of remuneration,
- (v) a description of the variable components of remuneration that may be awarded to Management Board Members,
- (vi) information on additional benefits that may be granted to Management Board Members,
- (vii) the procedure for making changes to the Policy.

Appendix No. 1

to Resolution No. 24 of the Ordinary General Meeting of Tire Company Dębica S.A. of June 27, 2024 on the adoption of amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of Tire Company Dębica S.A.

TIRE COMPANY DĘBICA S.A.

Compensation Policy for the Management Board and Supervisory Board Members

General Principles

This Policy was prepared in accordance with the relevant laws and regulations, including the Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement (the “SRD II Directive”) and the Act of 29 July 2005 on offerings, terms and conditions governing the introduction of financial instruments to the organized trading system, and on publicly traded companies.

Article 1. Purpose, subject matter and scope of application of the Policy

1. This Policy establishes a competitive framework aligned with the Company’s strategy and business environment as recommended by applicable Best practices for the WSE-listed companies. The Policy is designed to increase medium and long-term performance and competitiveness and is therefore in the Company’s best corporate interests.
2. The Policy contributes to the Company’s performance by taking into account the possibility to factor the Company and/or the Group performance into the calculation of the variable compensation of its management. In particular, in the decision-making process for the determination and revision of this Policy, it has been chosen to allow the possibility to apply the variable compensation for executives of the Group.
3. In order to avoid conflicts of interest related to the Policy, the compensation of Members of the Management Board and the Supervisory Board is determined by a body other than the one in which a given Member covered by the Policy serves.
4. This Policy shall apply exclusively to the Management and Supervisory Board Members. The rules of remunerating the remaining employees or other persons cooperating with the Company are laid down in separate rules, regulations, policies and individual agreements.
5. When establishing the Policy, the working conditions and compensation of the Company’s employees other than the Members of the Management Board and the Supervisory Board were taken into account by verifying the structure and level of remuneration of the Company’s employees and taking into account the proportion of these benefits to the compensation of the executives.

Article 2. Definitions

Terms used herein shall mean as follows:

1. **Policy** – Compensation Policy for the Management Board and Supervisory Board Members in Firma Oponiarska Dębica S.A
2. **Company** – Firma Oponiarska Dębica S.A.
3. **Management Board Member** – a person carrying out the function of the Company Management Board Member and at the same time discharging duties applicable to different positions within the Group.

4. **Supervisory Board Member** – the Company's Supervisory Board Member.
5. **Group** - the Goodyear capital group to which the Company belongs.
6. **Articles of Association** – the Company's Articles of Association.

Article 3. General terms of employment

1. Members of the Management Board are appointed to perform duties in the Management Board on the basis of resolution of the Supervisory Board from among employees by the Company or Group. The period of holding office by a Member of the Management Board on the basis of appointment as well as the period and conditions of expiry or termination of this legal relationship are specified in the Articles of Association.
2. The Company may enter into employment contracts with Management Board Members. Management Board Members compensation programs should motivate the Company's executives to take actions that are aligned with the Company's short and long-term strategic objectives, and appropriately balance risk versus potential reward.
3. Employment contracts entered with Management Board Members may provide for a notice period, at the request of either party, longer than that stipulated in the generally applicable regulations, but no longer than 6 months.
4. Employment contracts entered with Management Board Members may include among other things, arrangements for confidentiality, elimination of unfair competition and prohibition of competitive activities.
5. The Supervisory Board Members shall discharge their duties pursuant to the resolution passed by the Company Annual General Meeting, or upon being co-opted on basis of the Supervisory Board's resolution in accordance with the rules set out in the Articles of Association.
6. The Company does not sign any employment contracts with the Supervisory Board Members (except for the representative of the Company's employees appointed in accordance with the Articles of Association).
7. Employment contracts concluded with the Supervisory Board Members being the Company employees shall remain valid, regardless of their mandate.

Article 4. Components of compensation

1. The level of the compensation of the Management Board Members should reflect the professional experience and the roles and responsibilities required for their position. It should also be consistent with our performance-based compensation philosophy and serves the long-term interests of our shareholders. It may include a base salary, and variable portion including compensation under incentive schemes. It may also include other fixed compensation-like additional benefits under the Labour Code, including, in particular, sick pay and paid holiday leave.
2. Accordingly, the compensation program for Management Board Members is based on the following core principles:
 - **FIRST**, compensation schemes should motivate our executives to take actions that are aligned with our short-and long-term strategic objectives, and appropriately balance risk versus potential reward.
 - **SECOND**, as executives broaden the scope of their responsibility, the percentage of their pay based on performance should increase to ensure the highest level of accountability to shareholders.
 - **THIRD**, variable compensation should offer an opportunity for above average compensation when performance exceeds goals balanced by the risk of below average compensation when it does not.

- **FOURTH**, the percentage of total compensation paid in the form of incentive schemes, including a scheme based on financial instruments, should also increase as executives broaden their responsibility for corporate performance, thereby more closely aligning their interests with those of the Company and its shareholders.
3. In the event of the termination of the employment contract on the Company's initiative, the Management Board Member may be entitled to a severance pay in the amount and on the terms specified in the Supervisory Board's resolution or contract with the Company.
 4. Members of the Management Board may also be entitled to compensation among other things, based on certain confidentiality and non-competition agreements that may apply after termination of their employment contract.
 5. The detailed rules of awarding the components of compensation listed in Article 4(1) and laying down the criteria referred to in Article 6 may be specified by the Supervisory Board in separate policies, rules and regulations concerning the rules of compensation, and in the employment agreements, within the limits set herein.
 6. The Supervisory Board may also set specific vesting periods, deferred payment periods and decide on specific conditions allowing the Company to demand that all or part of the variable compensation components be reimbursed.
 7. Each month, Supervisory Board Members shall be entitled to the salary for the function performed except for the situations specified in Articles 4(8). Supervisory Board Member's compensation shall be calculated based on the average monthly salary in the Company for the previous calendar quarter.
 8. Supervisory Board Members employed by the companies from the Group, with exception of the Company, are not entitled to compensation for carrying out the function of Supervisory Board Member of the Company.
 9. The compensation of the Management and Supervisory Board Members shall be paid on terms applicable to all Company employees, save for the special provisions stipulated herein.

Article 5. Base salary

1. The Management Board Members shall receive base salary calculated in a manner reflecting the professional experience and the roles and responsibilities specified in the job description or in the employment contract.
2. The Company's Management Board Members shall not be entitled to compensation due to their appointment to the supervisory or management boards or other managing bodies other than of the Group.
3. Members of the Management Board have the right to obtain reimbursement of necessary expenses resulting from the performance of their duties as a Member of the Management Board of the Company, which will be subject to standard procedures in the Company.
4. Subject to Article 4(8), the Chairperson of the Supervisory Board shall be granted compensation in the amount three times the compensation referred to in second sentence in Article 4(7).
5. Subject to Article 4(8), the Vice-Chairperson and the Secretary of the Supervisory Board shall be granted compensation in the amount two and a half times the compensation referred to in second sentence in Article 4(7).
6. Subject to Article 4(8), the remaining Supervisory Board Members shall be granted compensation in the amount twice the compensation referred to in second sentence in Article 4(7).

Article 6. Variable compensation

General terms

1. To link the compensation of the Management Board Members with the Company's or Group's short – term and long-term interests, a Management Board Member may be awarded a variable remuneration granted in the form of compensation resulting from annual and long-term incentive schemes for the corporate and individual performance.
2. The variable compensation may be granted based on clear, comprehensive, pre-defined and differential criteria relating to the financial and non-financial results, and particularly including the profits before taxation, the sales volume and other operating indices or key performance indicators relevant for the Management Board Member's area of responsibility.
3. In determining the criteria and the amount of variable compensation, the Supervisory Board should consider various factors, including the Company performance in relation to corporate and operating unit objectives, the compensation of officers with similar responsibilities at comparable companies, individual performance achieved by individual Members of the Management Board, current and future responsibilities, and retention considerations.
4. Variable remuneration in the form of an annual incentive program will be determined in connection with the achievement of the main short-term financial objectives measured primarily by the achievement of the annual operational and strategic objectives of the Company, regional operating units and a given Member of the Management Board, as well as the demonstration of managerial and leadership skills.
5. The total variable remuneration that may be awarded in a given year should not exceed 250% of the annual basic salary.
6. The achieved financial and non-financial indicators may vary between 0–200%, depending on the satisfaction of the specified criteria.
7. Assessment of individual performance may include compliance with the Company's corporate responsibility strategy taking into account factors, such as, public interest, environmental protection and social responsibility.
8. The Supervisory Board Members are not entitled to receive variable compensation for the function performed.

Variable compensation – annual incentives schemes

1. The Company may grant variable compensation to Management Board Members resulting from annual incentive programmes.
2. Variable remuneration resulting from annual incentive schemes will be paid on the terms and on dates set out in the regulations of the relevant scheme.

Variable compensation - multi-year Incentives Programs

1. The Company may grant to Management Board Members a variable compensation resulting from multiannual incentive schemes.
2. Multiannual incentive schemes may be constructed on the basis of financial instruments or grant compensation in the form of financial instruments. In the event that the Company implements an incentive scheme awarding compensation in the form of financial instruments, the Supervisory Board shall determine the periods in which the right to obtain such multi-year variable compensation is acquired, the rules of transferring those financial instruments as well as justify the contribution of the program to the realization of the business strategy, long-term interests and stability of the Company.

3. Variable remuneration resulting from multiannual incentive schemes will be paid in accordance with the rules and regulations of the relevant scheme.

Article 7. Additional benefits

1. Management Board Members may be granted additional benefits by the Supervisory Board, including in particular:
 - a company car based on the Company's applicable company car policy,
 - private health care including for the benefit of close persons,
 - participation in the Employee Pension Scheme on terms applicable to all employees and in accordance with the rules set out in the Act of 20 April 2004 on Occupational Pension Schemes;
 - group life insurance,
 - accidental death and dismemberment insurance,
 - civil liability insurance (D&O) on the same terms and conditions as for executives of the Group,
 - contributions to the investment fund named by the Management Board Member fixed amount specified in the employment contract,
 - global mobility benefits,
 - other additional components of compensation available to all employees of the Company on uniform terms for all employees.
2. Any changes to the above-mentioned benefits shall be reviewed by the Supervisory Board of the Company.
3. The Company does not provide any old age and disability pension plans or earlier retirement plans other than the Employee Pension Scheme.
4. As a result of the annual remuneration review, the Company may, instead of a salary increase, grant a Management Board Member a lump sum that will not be added to the Management Board Member's base salary.

Article 8. Decision-making process to adopt, implement and review the Policy

1. This Policy and the material amendments hereto shall be adopted and implemented by the Annual General Meeting by means of a resolution.
 1. . The Management Board:
 - i. is responsible for preparing, updating and implementing the Policy and related documents,
 - ii. amends the Policy to the extent that does not constitute a material amendment to the Policy,
 - iii. provides the Supervisory Board with the information necessary to verify the Policy and its application.
 2. Once the Policy has been adopted, the Company shall publish it on its website which shall remain available at least for as long as it is applicable.

Article 9. Application of this Policy

1. This Policy shall be periodically reviewed by the Annual General Meeting, at least every four years.
2. A material amendment to the Policy shall require a resolution of the Annual General Meeting.
3. An amendment to the Policy that does not constitute a material amendment to the Policy requires a resolution of the Management Board.

4. The Supervisory Board gives its opinion on the amendments to the Policy proposed by the Management Board.
5. The Company shall pay the Management and Supervisory Board Members' compensation in accordance with the Policy.
6. Should the Annual General Meeting reject the amendments to the Policy or the new compensation policy, the Company shall pay the compensation in accordance with the applied Policy.
7. The Supervisory Board shall exercise supervision over the application of this Policy and over its compliance with the corporate governance principles implemented at the Company, the corporate culture, risk appetite, and with the related managerial processes, and it shall also approve any subsequent material deviations from the application hereof with respect to the Management and Supervisory Board Members.
8. The application hereof may be temporarily suspended at the Supervisory Board's decision, in exceptional circumstances and provided that this is required to further the Company's long-term interests and ensure its financial stability, or to guarantee its profitability. In such cases, the Supervisory Board may – by means of a resolution passed with the absolute majority of votes – decide to depart from the rules specified in Articles 5 and 6 for a period of up to 12 calendar months.
9. Such departure from the rules laid down herein for the period of longer than 12 calendar months requires a resolution to be passed by the Annual General Meeting.
10. The Policy was adopted by Resolution No. 25 of the Annual General Meeting of the Company dated August 25, 2020, and subsequently amended by Resolution No. ___ of the Annual General Meeting of the Company dated June 2024 (the "**Amending Resolution**").
11. The Amending Resolution clarifies: (i) the principles of avoiding conflicts of interest, (ii) an explanation of how the working conditions and compensation of the Company's employees other than members of the Management Board and the Supervisory Board were taken into account when establishing the compensation policy, (iii) information on the employment of Management Board Members and Supervisory Board Members, (iv) mutual proportions of fixed and variable remuneration components, (v) a description of variable remuneration components, which may be granted to Members of the Management Board, (vi) information on additional benefits that may be granted to Members of the Management Board, (vii) the procedure for amending the Policy. The resolution referred to in Article 90g(6) of the Act does not contain any conclusions that should be included in the Policy.

Adopted on _____ 2024.

Resolution No. [...]

of the Ordinary General Meeting of Tire Company Dębica S.A. of June 27, 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. (the "Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. (the "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 (the "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

Resolution No. [...]

of the Ordinary General Meeting of Tire Company Debica S.A. of June 27, 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. (the "Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. (the "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 (the "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

Resolution No. [...]

of the Ordinary General Meeting of Tire Company Debica S.A. of June 27, 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. (the "Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. (the "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 (the "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

Resolution No. [...]
of the Ordinary General Meeting of Tire Company Debica S.A.
of 27 June 2024 on the refusal to allocate 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. (the "Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. (the "Company") refuses to allocate funds from the remaining reserves existing in the Company for the payment of dividend (the "Special Dividend").

§ 2

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

Resolution No. [...]
of the Ordinary General Meeting of Tire Company Debica S.A.
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. (the "Company") hereby resolves 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 the "Public Offering Act"), the Ordinary General Meeting of the Company appoints the following entity as an auditor for special matters referred to in Article 84 Section 1 of the Act on Public Offering:

[...]

(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 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 guaranteeing company, "*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 credit risk assessment of the loans granted by the Company and, if so, whether the Company's management took measures 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.

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