

Draft resolutions
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
convened for June 26, 2025 at 09:00 a.m.

Resolution No. 1
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on the election of the Chairman of the Ordinary General Meeting.

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. elects Mr./Mrs. _____ 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.
of 26 June 2025
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 2024.
7. Review and approval of the Management Board's report on the Company's operations for 2024.
8. Review and approval of the Supervisory Board's report for 2024.
9. Adoption of a resolution on the distribution of profit.
10. Granting discharge to members of the Company's Management Board for the performance of their duties for 2024.

11. Granting discharge from liability to members of the Company's Supervisory Board for the performance of their duties in 2024.
12. Determination of the number of members of the Company's Supervisory Board.
13. Appointment of members of the Company's Supervisory Board.
14. 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 2024.
15. Adoption of a resolution to amend the Company's Articles of Association.
16. Closing of the General Meeting.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 3
of the Ordinary General Meeting of Shareholders**

Tire Company Debica S.A.

of 26 June 2025

on the election of the Secretary of the Ordinary General Meeting of Shareholders.

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. elects Mr./Mrs. _____ 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.

of 26 June 2025

on approval of the Company's financial statements for 2024.

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. hereby approves the financial statements for 2024 presented to it on June 26, 2025, including:

1. Balance sheet prepared as at 31 December 2024,
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.
of 26 June 2025
on approval of the Management Board's report on the Company's operations for 2024.

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. approves the Management Board's report on the Company's operations for 2024.

§ 2

Resolution comes into force upon adoption.

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

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. approves the Supervisory Board's report for 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 7
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on 2024 profit distribution.

§ 1

The Ordinary General Meeting of Tire Company Debica S.A. resolves to distribute the profit for 2024 in the amount of PLN 77,755,668.38 (in words: seventy-seven million seven hundred fifty-five thousand six hundred sixty-eight zlotys 38/100), in the following manner:

1. the amount of PLN 58,385,632.50 (say: fifty-eight million three hundred eighty-five thousand six hundred thirty-two zlotys 50/100) to be allocated to the dividend for shareholders in the amount of PLN 4.23 per share, setting 22.09.2025 as the dividend acquisition date (dividend date) and 17.12.2025 as the dividend payment date – due to the seasonal nature of the Company's business;
2. the amount of PLN 19,370,035.88 (in words: nineteen million three hundred seventy thousand thirty-five zlotys 88/100) to be allocated to the reserve capital with the possibility of payment in future years.

The amount allocated to the reserve capital of T.C. Dębica S.A. may also be allocated to be distributed among shareholders in subsequent financial years, including in the form of an interim dividend or interim dividends.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 8
of the Ordinary General Meeting of Shareholders**

Tire Company Debica S.A.

of 26 June 2025

on granting discharge to the Member of the Management Board of the Company for the performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Ireneusz Maksymiuk, President of the Management Board of Tire Company Dębica S.A., on account of the performance of his duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 9
of the Ordinary General Meeting of Shareholders**

Tire Company Debica S.A.

of 26 June 2025

on granting discharge to the Member of the Management Board of the Company for the performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Marek Nahtigal, Member of the Management Board of Tire Company Dębica S.A., on account of the performance of his duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 10
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on granting discharge to a Member of the Management Board of the Company for the
performance of her duties in 2024.

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. hereby grants discharge from liability to Ms. Anna Winiarska – Miśkowiec, Member of the Management Board of Tire Company Dębica S.A., for the performance of her duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 11
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on granting discharge to a Member of the Supervisory Board of the Company on account of the
performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Jacek Pryczek, Chairman and Member of the Supervisory Board, on account of the performance of his duties for 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 12
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on granting discharge to a Member of the Supervisory Board of the Company on account of the
performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Debica S.A. hereby grants discharge from liability to Mr. François Colin de Verdière, Vice-Chairman and Member of the Supervisory Board, on account of the performance of his duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 13
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025

on granting discharge to a Member of the Supervisory Board of the Company on account of the performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Andrzej Kowal, Secretary and Member of the Supervisory Board, on account of the implementation of the performance for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 14
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025

on granting discharge to a Member of the Supervisory Board of the Company on account of the performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Lourens Roets, Member of the Supervisory Board, on account of the performance of his duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 15
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025

on granting discharge to a Member of the Supervisory Board of the Company on account of the performance of her duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Ms. Agnieszka Modras, Member of the Supervisory Board, on account of the performance of her duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 16
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 27 June 2024

on granting discharge to a Member of the Supervisory Board of the Company on account of the performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Michaël De Schrijver, Member of the Supervisory Board, on account of the performance of his duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 17
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025

on granting discharge to a Member of the Supervisory Board of the Company on account of the performance of his duties in 2024.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Vincent Ganier, Member of the Supervisory Board, on account of the performance of his duties for the year 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 18
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025

on granting discharge to a Member of the Supervisory Board of the Company for the performance of his duties in 2024

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Janusz Ras, Member of the Supervisory Board, on account of the performance of his duties in 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 19
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on granting discharge to a Member of the Supervisory Board of the Company for the
performance of his duties in 2024

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. hereby grants discharge from liability to Mr. Krzysztof Pieniążek, Member of the Supervisory Board, for the performance of his duties in 2024.

§ 2

Resolution comes into force upon adoption.

Resolution No. 20
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on determination of the number of members of the Supervisory Board

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. resolves that the Supervisory Board of the term of office commencing on June 26, 2025 will be composed of 5 to 9 members.

§ 2

Resolution comes into force upon adoption.

Resolution No. 21
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025
on appointment to the Supervisory Board

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. appoints Mr./Mrs. _____ to the Supervisory Board for the term of office commencing on June 26, 2025.

§ 2

Resolution comes into force upon adoption.

(The above resolution repeated the appropriate number of times, depending on the content of resolutions No. 20 and 21).

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

Tire Company Debica S.A.

of 26 June 2025

on giving an opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of the Company for 2024

§ 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 2024.

§ 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. 22 of the Ordinary General Meeting of Tire Company Dębica Spółka Akcyjna of June 26, 2025 on giving an opinion on the report on the remuneration of members of the Management Board and Supervisory Board of the Company for 2024: *Report of the Supervisory Board on the remuneration of members of the Management Board and members of the Supervisory Board for 2024*

Appendix No. 2

to Resolution No. 22 of the Ordinary General Meeting of Tire Company Dębica Spółka Akcyjna of June 26, 2025 on giving an opinion on the report on the remuneration of Members of the Management Board and Supervisory Board of the Company for 2024: *Report of the independent statutory auditor on the attestation service regarding the Remuneration Report*

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

Tire Company Debica S.A.

of 26 June 2025

on the amendment of the Company's Articles of Association

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A., acting pursuant to Article 430 § 1 of the Commercial Companies Code in connection with § 26 section 1 point 4) of the Company's Articles of Association, hereby resolves to amend § 17 section 2 point 14) of the Company's Articles of Association in such a way that § 17 section 2 point 14) of the Company's Articles of Association shall be amended to read as follows:

"2. In addition to the matters reserved by the provisions of these Articles of Association, the special powers of the Supervisory Board include:

14) selecting an audit firm to audit financial statements and selecting an audit firm to certify sustainability reporting."

§ 2

Acting pursuant to Article 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Tire Company Debica S.A. authorizes the Supervisory Board of the Company to determine the consolidated text of the Company's Articles of Association taking into account the amendments introduced to the Articles of Association on the basis of this resolution.

§ 3

The resolution shall enter into force on the date of its adoption, with legal effects from the date of entry of the amendments to the Articles of Association into the register of entrepreneurs of the National Court Register.

Justification: *The proposed amendment to the Articles of Association is aimed at adapting its content to the changes resulting from the amendment to Article 66(4) of the Accounting Act of 29 September 1994.*

Resolution No. 24

of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

of 26 June 2025

on the presentation by the Management Board of information on the implementation of the loan policy towards Goodyear

Pursuant to Article 395 § 1 and § 2 point 1 of the Commercial Companies Code and taking into account the need to ensure transparency of the financial policy of Tire Company Debica S.A. (the "Company") towards its main shareholder and business partner – Goodyear SA, the Ordinary General Meeting of the Company resolves as follows:

§ 1

The Management Board of the Company undertakes to present to the General Meeting information on the implementation of the Company's loan policy towards entities from the Goodyear Group, in particular:

1. the amount and terms of the loans granted in the financial year 2024,
2. economic justification for these transactions,
3. assessment of compliance of activities with the interests of the Company and its minority shareholders,
4. the impact of the loans granted on the financial position of the Company.

§ 2

If the information referred to in § 1 is not presented during the General Meeting, the Management Board is obliged to provide a response in this regard in the form of a current report, within a period not longer than 14 days from the date of the end of the General Meeting, in accordance with Article 428 § 5 of the Commercial Companies Code.

§ 3

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

Resolution No. 25
of the Ordinary General Meeting of Shareholders
Tire Company Debica S.A.
of 26 June 2025

on granting consent to grant loans to entities from the Goodyear Group in the period from June 26, 2025 to June 30, 2026.

Pursuant to Article 393 item 3 and Article 395 § 2 point 1 of the Commercial Companies Code and § 26 section 1 points 1) and 9 of the Company's Articles of Association, the Ordinary General Meeting of Tire Company Dębica S.A. (the "**Company**") resolves as follows:

§ 1

The Annual General Meeting of the Company hereby approves the granting of cash loans by the Company to Goodyear S.A. and other entities of the Goodyear Group in the period from June 26, 2025 to June 30, 2026, on market terms, taking into account the interest of the Company.

§ 2

The loans referred to in § 1 may be granted multiple times, up to the total maximum amount of PLN 170,000,000.00 (in words: one hundred seventy million zlotys 00/100), i.e. the amount corresponding to the amount of the last loan granted to Goodyear, described in current report No. 9/2025 of May 21, 2025.

§ 3

Each loan agreement concluded in the period referred to in § 1 should specify in particular:

1. loan amount,
2. repayment period,
3. interest rate and other financial conditions,
4. the name of the borrower.

§ 4

The Management Board of the Company is obliged to inform the Supervisory Board of the conclusion of each loan agreement within 14 days from the date of its signing.

§ 5

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

Resolution No. 26
of the Ordinary General Meeting of Shareholders

Tire Company Debica S.A.

of 26 June 2025

on payment of a special dividend to shareholders

The Ordinary General Meeting of Tire Company Debica S.A. (the "**Company**"), having reviewed the financial situation of the Company, resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders resolves to allocate the amount of PLN 272,000,000.00 (in words: two hundred seventy-two million zlotys 00/100) for the payment of a special dividend to the Company's shareholders.

§ 2

The amount referred to in § 1 corresponds to the equivalent of half of the cash made available by the Company to a Goodyear Group entity in the form of a loan on preferential terms, in accordance with the information disclosed in current report No. 9/2025 of May 21, 2025.

§ 3

The dividend date will be set for September 17, 2025, and the dividend payment date for December 22, 2025.

§ 4

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

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