DĘBICA



# REPORT ON GENDER BALANCE IN THE COMPANY'S MANAGEMENT BOARD AND SUPERVISORY BOARD

for 2025

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# I. INTRUDACTION

This Report presents the gender composition of the Management Board and Supervisory Board of T.C. Dębica S.A. (the "Company"), as well as the measures taken to ensure gender balance within these governing bodies. It also outlines the actions undertaken by the Company to promote a balanced representation of women and men in management and supervisory positions and to support equal opportunities for professional development. This document has been prepared in accordance with the requirements set forth in the Polish Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (the "Public Offering Act"), as amended to implement Directive (EU) 2022/2381 of the European Parliament and of the Council (the so-called Women on Boards Directive[1]), which aims to improve gender balance among members of the governing bodies of listed companies and to increase the representation of the underrepresented gender in decision-making processes at the highest levels.

The Company recognizes diversity as an important element of effective corporate governance and as a factor supporting better business decision-making, innovation, and the long-term creation of value for shareholders. Building a working environment based on equal opportunities, non-discrimination, and respect for diversity constitutes an integral part of our organizational culture and human capital management strategy.

The purpose of this Report is to present the current level of representation of women and men on the Company's Management Board and Supervisory Board, assess the degree to which the adopted gender balance objectives have been achieved, and describe the actions taken during the reporting period to enhance diversity in succession planning, nomination processes, and talent development. The Report also provides information on planned initiatives intended to support the further achievement of the gender balance objectives set out in the Company's Gender Balance Policy.

The Company carries out activities in this area in accordance with the principles of transparency, objectivity, and merit-based assessment of candidates' qualifications. The processes for selecting members of the Company's governing bodies are based on clear, neutral, and non-discriminatory criteria, ensuring equal access to positions for individuals possessing the appropriate qualifications and experience.

This Report covers the period from 1 January 2025 to 31 December 2025 and is intended to provide shareholders, investors, and other stakeholders with transparent information regarding the Company's actions and progress in promoting a balanced representation of women and men at the highest levels of governance.

[1] Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving the gender balance among directors of listed companies and related measures, Official Journal of the European Union, L 315, 7 December 2022.

## II. DEFINITIONS

**Company** - Firma Oponiarska Dębica S.A./Tire Company Debica S.A. with its registered office in Dębica, 1 Maja 1 Street, 39-200 Dębica, entered into the register of entrepreneurs of the National Court Register by the District Court in Rzeszów, XII Commercial Division of the National Court Register under KRS number: 0000045477, NIP: PL8720003404, REGON: 850004505 with share capital: PLN 110,422,000 contributed in full

**Report** – This Report on the representation of women and men on the Management Board and Supervisory Board of Firma Oponiarska Dębica S.A., and on the measures taken to ensure gender balance within these bodies, presents the implementation of the Gender Equality Policy for Members of the Management Board and Members of the Supervisory Board of Firma Oponiarska Dębica S.A. for the year 2025.

## III. COMPOSITION OF THE COMPANY'S GOVERNING BODIES

In 2025, the Company maintained a stable and consistent corporate governance structure. Compared with 2024, there were no changes to the composition of the Management Board. The only change to the composition of the Supervisory Board concerned the employee-elected member. This continuity represents a key element of corporate governance, ensuring effective oversight, strategic consistency, and accountability in decision-making processes. The stable structure of both governing bodies provided a solid foundation for the achievement of long-term objectives, including the Company's sustainability strategy. Stability at the corporate governance level strengthens stakeholder confidence and supports the Company's ability to fulfill its environmental, social, and economic responsibilities.

### Management Board

As at 31 December 2025, the Management Board. consisted of three members, including one woman and two men. The gender diversity ratio was 1:2, representing a female participation rate of 33.33%. Accordingly, the representation of women on the Management Board met the statutory target of 33% for the underrepresented gender.

### Supervisory Board

As at 31 December 2025, the Supervisory Board of the XXXII term of office consisted of eight members, including one woman and seven men. The gender diversity ratio was 1:7, representing a female participation rate of 12.5%. The composition of the Supervisory Board indicates a relatively low level of gender diversity, which constitutes an area for further initiatives aimed at strengthening diversity and corporate governance practices.

## Combined Structure of the Management Board and Supervisory Board

During the reporting period, the Company did not have a formally adopted gender balance policy as referred to in Article 90gd of the Public Offering Act (the "**Gender Balance Policy**"). At the same time, in 2025, the Company commenced work on the preparation of such a policy in order to align its corporate governance framework with the requirements arising from the legislation implementing the *Women on Boards Directive*. The adoption of the Gender Balance Policy is planned for the Annual General Meeting of Shareholders to be held in June 2027.

Irrespective of the stage of development of the policy, the Company continuously monitors regulatory developments in the area of gender balance and analyses measures that may support greater diversity in succession planning, nomination processes, and the selection of members of the Company's governing bodies. These activities are undertaken while maintaining the overriding principle that candidates are selected based on their qualifications, experience, and competencies required to perform their duties effectively.

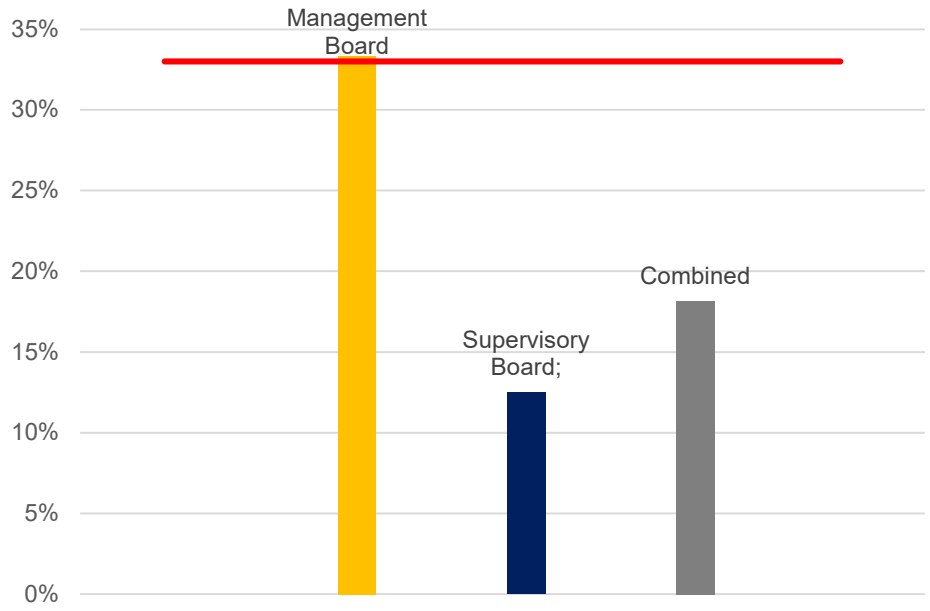
As part of its preparatory activities, the Company reviewed the current composition of the Management Board and Supervisory Board from the perspective of female and male representation and initiated an assessment of opportunities to increase the participation of the underrepresented gender in future nomination and succession processes. The analysis also covers organizational measures and market practices that may support the development of a broader pool of qualified candidates for positions within the governing bodies of listed companies.

At the end of the reporting period, women represented 33.33% of the Management Board and 12.5% of the Supervisory Board. Overall, women held 2 out of 11 positions across the Company's governing bodies, corresponding to a representation rate of 18.18%. Consequently, the statutory target requiring at least 33% representation of the underrepresented gender was not achieved when considering the Company's governing bodies as a whole. The Company is undertaking preparatory measures aimed at enhancing gender diversity, including the development and implementation of the Gender Balance Policy. Detailed information regarding the composition of the Company's governing bodies is presented in Table 1 and Chart 1.

**Tabel 1.** Composition of the Company's Governing Bodies

| Body | Position | Women | Men | Total | Female Representation [%] |
|---|---|---|---|---|---|
| **Management Board** | President of the Management Board | 0 | 1 | 1 | 0,0% |
| | Management Board Member | 1 | 1 | 2 | 50,0% |
| | Total | 1 | 2 | 3 | 33,3 |
| **Supervisory Board** | Chair of the Supervisory Board | 0 | 1 | 1 | 0,0% |
| | Members of the Supervisory Board | 1 | 6 | 7 | 16,7% |
| | Total | 1 | 7 | 8 | 12,5% |
| ***Combined Composition of the Company's Governing Bodies.*** | | ***2*** | ***9*** | ***11*** | ***18,18%*** |

**Chart 1.** Representation of Women in the Company's Governing Bodies Against the Gender Balance Targets Set Forth in the Public Offering Act and the Gender Balance Policy




The Company intends to address gender balance issues in the Gender Balance Policy currently under development, in particular by establishing principles for monitoring the representation of women and men within the Company's governing bodies, incorporating diversity considerations into succession and nomination processes for appointments to positions within the Company's governing bodies, and periodically assessing progress toward achieving the objectives outlined in the applicable regulations. The purpose of these measures is to gradually increase the representation of the underrepresented gender while maintaining high standards of competence and sound corporate governance practices.

## IV. MEASURES UNDERTAKEN TO SUPPORT GENDER BALANCE

During the reporting period, the Company undertook preparatory measures aimed at aligning the operation of its statutory bodies with the requirements arising from regulations concerning gender balance in the governing bodies of listed companies. In particular, the Company initiated an analysis of the obligations resulting from the amendments to the Public Offering Act implementing the provisions of the *Women on Boards Directive* and assessed the current level of representation of women and men on the Management Board and Supervisory Board.

At the same time, work commenced on the development of a Gender Balance Policy, which will set out the objectives, principles, and measures intended to increase the representation of the underrepresented gender within the Company's governing bodies. The adoption of this policy is planned at the Annual General Meeting of Shareholders in June 2027.

As part of its preparatory activities, the Company reviewed the current composition of the Management Board and Supervisory Board from the perspective of female and male representation and initiated an analysis of opportunities to increase the participation of the underrepresented gender in future nomination and succession processes. The analysis also covers organizational solutions and market practices supporting the development of a broader pool of qualified candidates for positions within the governing bodies of listed companies.

## V. ASSESSMENT OF THE ACHIEVEMENT OF THE GENDER BALANCE TARGET AND REMEDIAL ACTION PLAN

As at the end of the reporting period, women represented 18.18% of the members of the Company's governing bodies. Consequently, the Company did not achieve the target set out in Article 90gc(2) of the Public Offering Act, which requires that the underrepresented gender account for at least 33% of all positions on the Management Board and Supervisory Board combined.

The failure to achieve this level of representation was primarily attributable to the historically established composition of the Company's governing bodies and the limited number of personnel changes during the reporting period. In 2025, no circumstances arose that would have enabled changes to the composition of the governing bodies sufficient to achieve the statutory level of representation of the underrepresented gender.

In order to align its operations with the new regulatory requirements regarding gender balance, the Company commenced work in 2025 on the development of a Gender Balance Policy. This document is intended to set out the principles for promoting a balanced representation of women and men within the Company's governing bodies, as well as mechanisms for assessing progress toward the achievement of the adopted objectives. The adoption of the Policy is planned at the Annual General Meeting of Shareholders in June 2027.

In addition, the Company undertook the following preparatory measures:

- analyzed the requirements arising from regulations concerning gender balance within the governing bodies of listed companies;
- reviewed the current composition of the Management Board and Supervisory Board about the level of representation of women and men;
- initiated an assessment of opportunities to increase the representation of the underrepresented gender in future succession planning, nomination processes, and elections of members of the Company's governing bodies;
- monitored market best practices relating to diversity and gender balance applied by listed companies.

In the coming years, the Company intends to continue its efforts to achieve the level of representation specified in Article 90gc(2) of the Public Offering Act, in particular by taking gender balance considerations into account in succession planning and nomination processes and by ensuring

transparent, objective, and non-discriminatory procedures for selecting candidates for positions within the Company's governing bodies. At the same time, candidates' qualifications, professional experience, and competencies necessary for the proper performance of their duties will remain the overriding selection criteria.

The Company further notes that, in 2026, Ms. Eva Jacob was appointed to the Supervisory Board. As a result, as of the date of this Report, women hold 3 out of 11 positions within the Company's governing bodies, representing 27.27% of all such positions.

## VI. STATEMENT OF THE MANAGEMENT BOARD

The Management Board confirms that the information contained in this Report presents a true and fair view of the representation of women and men within the Company's governing bodies, as well as of the measures undertaken and planned to promote gender balance, in accordance with the applicable legal requirements.

The Management Board notes that during the reporting period the Company did not have a formally adopted Gender Balance Policy. However, in accordance with the applicable regulations, the Company commenced work on the development of such a policy in order to align its operations with the requirements relating to gender balance in the governing bodies of listed companies. The adoption of the Gender Balance Policy is planned at the Annual General Meeting of Shareholders in June 2027.

The Management Board declares its commitment to the continued development of initiatives supporting diversity and gender balance within the Company's governing bodies, while maintaining the principle that members of such bodies are selected on the basis of their qualifications, professional experience, competencies, and ability to effectively perform their duties.

Approved by: Management Board of ire Company Dębica S.A.