

**GENERAL MEETING  
OF TIRE COMPANY DEBICA S.A.  
CONVENED FOR THE DAY OF JUNE 23, 2021  
PROXY FORM**

I (We), signed hereinbelow, being a shareholder / representative of a shareholder of Tire Company Dębica S.A. with its registered seat in Dębica ("the Company") declare that..... (name and surname / company of a shareholder) ("Shareholder") holds ..... (number) of shares of the Company

**and I (we) hereby grant the power of attorney:**

to a Member of the Board/ Member of the Supervisory Board of the Company, Mr ....., holding a passport/ ID document/ other officially confirmed identity document with the number ..... to act accordingly with the instruction with respect to the way of voting attached below.

Failure to enclose the instruction, filling it in in an incorrect way or making it impossible to cast a vote or authorising the proxy to vote at their discretion will be treated as an instruction to vote (i) in favour of resolutions in the wording proposed by the Management Board, (ii) in favour of draft resolutions proposed by the Company's shareholders, which do not significantly change the resolutions proposed by the Management Board or make it impossible to achieve the purpose of resolutions proposed by the Management Board, and (iii) against draft resolutions proposed by the Company's shareholders, which are contrary to the draft resolutions proposed by the Management Board or make it impossible to achieve the purpose of resolutions proposed by the Management Board.

**or**

Mr/Ms ....., holding a passport/ ID document/ other officially confirmed identity document with a number ....., to act accordingly to the instruction, as to voting, attached hereinbelow/ according to the discretion of the proxy.

Has the proxy been equipped with the right to grant further powers of attorney? Yes  No

**or**

..... (name of entity), with its registered seat in ..... and address to act upon instruction as to voting attached hereinbelow / upon the proxy's discretion \*

Has the proxy been equipped with the right to grant further powers of attorney? Yes  No

**The Proxy has been authorized to represent** the Shareholder at the Ordinary General Meeting of the Company, convened for the day of June 23, 2021, at 10:00, in Dębica (Dom Kultury „Kosmos at Ignacego Lisa 3, showroom) (“Ordinary General Meeting”), and in particular to act and speak during the Ordinary General Meeting, to sign the attendance list, to vote on behalf of the Shareholder and to any an all other actions connected with the Ordinary General Meeting.

This power of attorney covers all shares of the Company held by the Shareholder. \*\*

**Data of the shareholder / persons authorized to represent the shareholder:**

Name and surname: .....

Company: .....

Position: .....

Address: .....

.....  
Name and surname: .....  
Company: .....  
Position: .....  
Address: .....  
.....

**Data of the shareholder / persons authorized to represent the shareholder:**

.....  
(signature) (signature)

Location: ..... Location: .....  
.....

Date: ..... Date: .....

\*Delete as not appropriate

In cases when a shareholder grants a power of attorney to vote only by a part of shares held by the shareholder or to vote in different ways, please identify the number of shares by which the proxy should vote and the way of voting in the voting instruction attached hereinbelow

PLEASE NOTE THAT IN CASE OF DISCREPANCIES BETWEEN THE DATA OF A SHAREHOLDER IN A POWER OF ATTORNEY AND THE DATA IN THE LIST OF SHAREHOLDERS MADE BASE ON THE LIST RECEIVED FROM THE ENTITY KEEPING THE SECURITIES DEPOSIT (NATIONAL DEPOSITORY FOR SECURITIES, POLAND AND SUBMITTED TO THE COMPANY PURSUANT TO ART. 406<sup>3</sup> § 7 OF THE COMMERCIAL COMPANY CODE, THE SHAREHOLDER MIGHT NOT BE ALLOWED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING. PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE THE OBLIGATION TO GRANT POWER OF ATTORNEY ON THE FORM HEREINABOVE. MOREOVER, THE COMPANY DOES NOT IMPOSE THE OBLIGATION TO GRANT THE POWER OF ATTORNEY BY ELECTRONIC COMMUNICATION MEANS. THE COMPANY INFORMS THAT A SHAREHOLDER USING THE ELECTRONICAL MEANS OF COMMUNICATION HOLDS THE EXCLUSIVE RISK ENTAILED BY THIS FORM OF COMMUNICATION. THE COMPANY MANAGEMENT BOARD INFORMS THAT SHAREHOLDERS INTENDING TO GRANT POWER OF ATTORNEY FOR VOTING TO THE MANAGEMENT BOARD MEMBER OR A SUPERVISORY BOARD MEMBER SHOULD SUBMIT AN APPROPRIATELY FILLED IN AND BOUNDING INSTRUCTIONS FOR THE MANAGEMENT BOARD MEMBER TO VOTE (i) IN FAVOUR OF THE RESOLUTIONS AS PROPOSED BY THE MANAGEMENT BOARD (ii) IN FAVOUR OF THE RESOLUTION DRAFTS PROPOSED BY SHAREHOLDERS THAT DO NOT INTRODUCE SIGNIFICANT CHANGES PROPOSED BY THE MANAGEMENT BOARD AND DO NOT PREVENT FROM ACHIEVING TARGETS OF THE RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD AND (iii) AGAINST RESOLUTION DRAFTS SUBMITTED BY SHAREHOLDERS OF THE COMPANY THAT ARE CONTRADICTORY TO RESOLUTION DRAFTS PROPOSED BY THE MANAGEMENT BOARD OR THAT PREVENT FROM ACHIEVING TARGETS OF RESOLUTIONS PROPOSED BY THE MANAGEMENT BOARD.

**IMPORTANT:**

**Establishing a proxy - explanations:**

Based on this form, a Shareholder has the possibility to establish as a proxy (i) Member of the Board or Member of the Supervisory Board of the Company or (ii) any natural person or (iii) any entity other than a natural person.

In order to establish a proxy please mark "X" next to the person who the Shareholder intends to establish as a proxy. In the case of establishing as a proxy persons named in Points (ii) or (iii) it is also required to enter missing identification data of the proxy. In the case when a Shareholder established as a proxy persons identified in point (i) and does not attach the voting instruction, fills in the instruction inappropriately or in a way preventing from casting a vote or grants the power of attorney for the proxy to vote upon the proxy's discretion, the proxy shall be entitled to vote (i) in favour of resolutions as proposed by the Management Board (ii) in favour of resolution drafts proposed by Shareholders of the Company that do not introduce significant changes to resolutions proposed by the Management Boards and do not prevent from achieving targets of the resolutions proposed by the Management Board and (iii) against resolution drafts proposed by Shareholders of the Company that are contradictory to drafts proposed by the Management Board or prevent from achieving targets proposed by the Management Board.

Shareholder has the right to establish more than one proxy or granting the power of attorney to one proxy for voting only by a part of shares of the Company held by the Shareholder.

In both cases the Shareholder is obligated to identify the number of shares of the company in the instruction for voting, by which the proxy exercises their power of attorney. In the case of establishing several proxies separate form needs to be filled in per each proxy.

Granting power of attorney and identification of shareholder and their proxies have been described in the announcement on convening the GMA.

**Information regarding filling in the instruction**

Shareholders are requested to issue instruction by placing a sign "X" as appropriate.

In the case of establishing a Member of the Management Board or a Member of the Supervisory Board as a proxy there is no marking the way of voting, please mark the option "according to a proxy discretion" or marking at the given point in the agenda more than one way of voting by all shares of the Company held by the Shareholder will result in the proxy voting (i) in favour of resolutions as they had been proposed by the Management Board, (ii) in favour of resolution drafts proposed by shareholder of the Company that do not introduce significant changes of the resolutions proposed by the Management Boards and do not prevent from achieving targets of the resolutions proposed by the Management Board and (iii) against resolution drafts proposed by Shareholders of the Company that are contradictory to drafts proposed by the Management Board or prevent from achieving targets proposed by the Management Board.

If a Shareholder marks a box "others" they are requested to provide a detailed instruction in this box regarding the way of exercising a vote by a proxy in the case of submitting other resolution drafts by Shareholders of the Company, the Management Board informs at the same time, that in the case of establishing a Member of the Management Board or a Member of the Supervisory Board as a proxy leaving the box "others" empty shall authorize the proxies to vote in a way described above with respect to the resolution drafts submitted by Shareholders of the Company.

In the case when a Shareholder decides to vote differently by the shares they hold, they are requested to identify in a relevant box the number of shares by which their proxy shall vote „in favour”, "against" or "abstain". If there is no identification of the number of shares it shall be construed that the proxy is authorized to vote in the identified way by all shares held by the Shareholder. In no case the total of shares of the Company, that are subject to instruction as to a different voting by shares can exceed the total number of all shares of the Company held by the Shareholder.

Resolution drafts that are planned to be approved in certain points in the agenda, are included in the Appendix 1 to the present instruction.

**Please note that resolution drafts attached to the instruction below may differ from the resolution drafts submitted for voting during the GM. in order to avoid doubts as to voting of the proxy in this case we recommend identifying in the box “others” way of acting of the proxy in the above situation.**

### **INSTRUCTION FOR EXERCISING THE VOTE RIGHT BY THE PROXY**

The General Meeting of Tire Company Dębica S.A. convened for the day of June 23, 2021, at 10:00 in Dębica (Dom Kultury ”Kosmos”, ul. Ignacego Lisa 3, showroom) (“Ordinary General Content of the resolutions is included in the Appendix 1.

### **VOTING FOR THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (resolution No 1)**

In favour of the Candidate Ms/ Mr

Number of shares \_\_\_\_\_

Against the Candidate Ms/ Mr

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*in case of submitting resolution drafts in wording different as proposed by the Management Board*):

### **ADOPTING THE AGENDA OF THE EXTRAODINARY GENERAL MEETING (resolution No 2)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*in case of submitting resolution drafts in wording different as proposed by the Management Board*):

**VOTING FOR THE SECRETARY OF THE ORDINARY GENERAL MEETING (resolution No 3)**

Against the Candidate Ms/ Mr

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*in case of submitting resolution drafts in wording different as proposed by the Management Board*):

**APPROVAL OF THE 2020 COMPANY'S FINANCIAL STATEMENTS (resolution No 4)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*in case of submitting resolution drafts in wording different as proposed by the Management Board*):

**APPROVAL OF THE 2020 MANAGEMENT BOARD'S REPORT ON THE COMPANY ACTIVITIES. (resolution No 5)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*in case of submitting resolution drafts in wording different as proposed by the Management Board*):

**APPROVAL OF THE 2020 SUPERVISORY BOARD'S REPORT ON ITS ACTIVITIES (resolution No 6)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**ADOPTION OF THE RESOLUTION ON 2020 PROFIT DISTRIBUTION (resolution No 7)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**CONCERNING GRANTING A VOTE OF ACCEPTANCE TO A MEMBER OF THE COMPANY'S MANAGEMENT BOARD CONFIRMING THE DISCHARGE OF THEIR DUTIES IN 2020**

**1) Vote of acceptance for Leszek Szafran (resolution No 8)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**2) Vote of acceptance for Michał Mędrek (resolution No 9)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**3) Vote of acceptance for Mirosław Maziarka (resolution No 10)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**4) Vote of acceptance for Ireneusz Maksymiuk (resolution No 11)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

CONCERNING GRANTING A VOTE OF ACCEPTANCE TO A MEMBER OF THE COMPANY'S SUPERVISORY BOARD CONFIRMING THE DISCHARGE OF THEIR DUTIES IN 2020

**1) Vote of acceptance for Jacek Pryczek (resolution No 12)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**2) Vote of acceptance for Dominikus Golsong (resolution No 13)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board):

**3) Vote of acceptance for Maciej Mataczyński (resolution No 14)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**4) Vote of acceptance for Łukasz Rędziniak (resolution No 15)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**5) Vote of acceptance for Lourensa Roetsa (resolution No 16)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**6) Vote of acceptance for Andrzeja Kowala (resolution No 17)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**7) Vote of acceptance for Michaëla de Schrijvera (resolution No 18)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**8) Vote of acceptance for François Colin de Verdière (resolution No 19)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**9) Vote of acceptance for Vincenta Ganiera (resolution No 20)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**10) Vote of acceptance for Krzysztof Mika (resolution No 21)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**11) Vote of acceptance for Janusz Raś (resolution No 22)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**ESTABLISHING THE NUMBER OF THE SUPERVISORY BOARD MEMBERS (resolution No 23)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (in case of submitting resolution drafts in wording different as proposed by the Management Board)

**APPOINTMENT MEMBERS TO THE SUPERVISORY BOARD (resolution No 24)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*detailed instructions*)

**ADOPTION OF A RESOLUTION REGARDING THE OPINION ON REMUNERATION FOR MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD IN 2019-2020 REPORT (resolution No 25)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*detailed instructions*)

**ADOPTION OF RESOLUTIONS REGARDING CHANGES IN THE COMPANY'S ARTICLES OF ASSOCIATION (resolution No 26)**

In favour

Number of shares \_\_\_\_\_

Against

Objection

Number of shares \_\_\_\_\_

Abstain

Number of shares \_\_\_\_\_

According to the discretion of the proxy

Number of shares \_\_\_\_\_

**Others\*** (*detailed instructions*)

**Signature of the shareholder / persons authorized to represent the shareholder:**

\_\_\_\_\_  
(signature) (signature)

Location: ..... Location: .....  
.....

Date: ..... Date: .....

Resolutions drafts:

**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**

**Art. 1**

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

**Art. 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.**

**Art. 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.

**Art. 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**

**Art. 1**

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

**Art. 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.**

**Art. 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

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 1**

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

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 1**

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

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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.**

**Art. 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.

**Art. 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 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.*