

**DEBICA RB** **11/2023**  
**POLISH FINANCIAL SUPERVISION AUTHORITY**

**Current report** no 11 / 2023

**Date:** 2023-06-07

**Short issuer name:** DEBICA

**Subject**

Shareholder's request to put certain matters on the agenda and submission of a draft resolution for the Ordinary General Meeting convened for June 27, 2023

**Legal basis**

Article 56 paragraph 1 point 2 of the Act on Offering – current and periodic information

**Contents of the report:**

The Management Board of Tire Company Dębica S.A. ("Company") informs that the Company received, by means of electronic communication, a request to put certain matters on the agenda of the Ordinary General Meeting of the Company convened for June 27, 2023, including the adoption of a resolution on the examination by an expert, at the expense of the company, of a specific issue related to the conduct of the company's affairs, pursuant to Article 401 par 1 of the Commercial Companies Code and Article 84 Section 1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies ("**Application**"). The application was submitted by a shareholder holding more than 1/20 of the Company's share capital, i.e.: (i) Otwarty Fundusz Emerytalny Nationale-Nederlanden, (ii) PKO BP Bankowy Otwarty Fundusz Emerytalny, (iii) Lemuria Partners Sicav P.L.C, (iv) FRAM Fundusz Inwestycyjny Zamknięty acting under the Agreement, the conclusion of which was announced by the Company in current report no. 3/2023 (the "**Shareholders**").

The request shall include a request to include the following additional matters on the agenda of the AGM convened for 27 June 2023:

1. Adoption of a resolution on the distribution of profit for 2022 by allocating the entire profit to dividend.
2. Adoption of a resolution authorizing the Management Board to carry out the purchase of the Company's own shares.
3. Adoption of a resolution on the creation of reserve capital to finance the acquisition of own shares.
4. Adoption of a resolution on the payment of a special dividend.
5. Adoption of a resolution on the selection of an auditor for special matters in order to examine, at the Company's expense, specific issues related to the conduct of the Company's affairs.

Due to the fact that item 1 above, concerning the adoption of a resolution on the distribution of profit for 2022 by allocating the entire profit to dividend - falls entirely within item 9 of the announced agenda regarding the adoption of a resolution on the distribution of profit, the Company treats the submitted request as a submission of a draft resolution to this item of the agenda.

In connection with the above, the Company presents below the complete agenda (added points 16-19):

1. Opening of the Ordinary General Meeting of Shareholders.
2. Electing 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 2022, including the balance sheet, profit and loss account, cash flow statement and additional information.
7. Review and approval of the Management Board's report on the Company's activities for 2022.
8. Review and approval of the Supervisory Board's report in 2022.
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 2022.
11. Approve the performance of duties by the members of the Company's Supervisory Board for the year 2022.
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 for the year 2022.
15. Adoption of a resolution to amend the Company's Articles of Association.
16. Adoption of a resolution authorizing the Management Board to carry out a buyback of the Company's own shares.
17. Adoption of a resolution on the creation of reserve capital to finance the acquisition of own shares.
18. Adoption of a resolution on the payment of a special dividend.
19. Adoption of a resolution on the appointment of an auditor for special matters in order to examine, at the expense of the Company, specific issues related to the conduct of the Company's affairs.
20. Closing of the meeting

The received draft resolutions constitute an attachment to this report.

Detailed legal basis:

§ 19 section 1 points 3 and 4 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information published by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state.