

Draft Resolutions
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
convened to be held on 27 June 2023 r. at 09:00 am

Resolution No. 1
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
concerning election of the Chairperson of the Ordinary General Meeting of Shareholders.

§ 1

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

§ 2

Resolution comes into force upon adoption.

Resolution No. 2
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on the adoption of the Agenda.

§ 1

The Ordinary General Meeting of the Tire Company Dębica SA resolves to adopt the following Agenda:

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 the purchase 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 selection 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

§ 2

Resolution comes into force upon adoption.

**Resolution No. 3
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA**

dated 27 June 2023

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

§ 1

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

dated 27 June 2023

approval of the 2022 Company's Financial Statements.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica SA hereby approves the 2022 Financial Statements, presented to it on 27 June 2023, comprising:

1. Balance Sheet, drawn up as of 31 December 2022 r.,

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 Dębica SA
dated 27 June 2023
on the approval of the 2022 Management Board's Report on the Company Activities.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. approves the 2022 Management Board's Report on the Company's Activities..

§ 2

Resolution comes into force upon adoption.

Resolution No. 6
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on the approval of the 2022 Supervisory Board's Report on its Activities..

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. approves the 2022 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 Dębica SA
dated 27 June 2023
on 2022 profit distribution.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. adopts a resolution regarding distribution of the profit for 2022, which amounted to PLN 72 596 863,09 (in words: in words:

seventy-two million five hundred ninety-six thousand eight hundred sixty-three zloty and 09/100) in the following manner:

1. the amount of PLN 54 520 862,50 (in words: fifty-four million five hundreds twenty thousand eight hundreds sixty-two 50/100) shall be allocated to the dividend for shareholders in the amount of PLN 3,95 per share, setting 22 September 2023 as the date of acquisition of rights to dividend (dividend day) and 19 December 2023 as the date of dividend payment - due to the seasonal nature of the Company's business;

2. the amount of PLN 18 076 000,59 (in words: eighteen million seventy-six thousand 59/100) 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.

§ 2

Resolution comes into force upon adoption.

Resolution No. [draft submitted by shareholders] of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on the distribution of profit for 2022 by allocating the entire profit to dividends

§ 1

The Ordinary General Meeting of Firm Tire Dębica S.A. resolves to distribute the profit for 2022 in the amount of PLN 72,596,863.09 (in words: seventy-two million five hundred and ninety-six thousand eight hundred and sixty-three zlotys 09/100), in such a way that it decides to allocate the entire above profit in the amount of PLN 72,596,863.09 (in words: seventy-two million five hundred and ninety-six thousand eight hundred and sixty-three zlotys 09/100) for dividends to shareholders, i.e. in the amount of PLN 5.26 per share, setting July 1, 2023 as the date of acquisition of rights to dividends (dividend date) and July 10, 2023 as the date of payment of dividends.

§ 2

The resolution comes into force on the date of adoption.

Resolution No. 8

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

**on granting a vote of acceptance to a Member of the Company's Management Board
confirming the discharge of his duties in 2022.**

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 9
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on granting a vote of acceptance to a Member of the Company's Management Board
confirming the discharge of his duties in 2022.**

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 10
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on granting a vote of acceptance to a Member of the Company's Management Board
confirming the discharge of his duties in 2022.**

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 11
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on granting a vote of acceptance to a Member of the Company's Management Board
confirming the discharge of his duties in 2022.**

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 12
of the Ordinary General Meeting of Shareholders**

Tire Company Dębica SA

dated 27 June 2023

**on granting a vote of acceptance to a Member of the Company's Management Board
confirming the discharge of his duties in 2022.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Marko Nahtigal, a Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2022.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 13
of the Ordinary General Meeting of Shareholders**

Tire Company Dębica SA

dated 27 June 2023

**on granting a vote of acceptance to a Member of the Company's Management Board
confirming the discharge of her duties in 2022.**

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mrs. Anna Winiarska-Miśkowiec, a Member of the Management Board of Tire Company Dębica S.A., confirming the discharge of her duties in 2022.

§ 2

Resolution comes into force upon adoption.

**Resolution No. 14
of the Ordinary General Meeting of Shareholders**

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 15

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 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, the Deputy Chairman and a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 16

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Andrzej Kowal, the Secretary and a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 17

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 18

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of her duties in 2022.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mrs Agnieszka Modras, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of her duties in 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 19

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 20

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 21

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. hereby grants the vote of acceptance to Mr. Marek Piękoś, a Member of the Supervisory Board of Tire Company Dębica S.A., confirming the discharge of his duties in 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 22

of the Ordinary General Meeting of Shareholders

Tire Company Dębica SA

dated 27 June 2023

on granting a vote of acceptance to a Member of the Company's Supervisory Board confirming the discharge of his duties in 2022.

§ 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 2022.

§ 2

Resolution comes into force upon adoption.

Resolution No. 23
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on establishing the number of the Supervisory Board members for the term of office starting
on 27 June 2023

§ 1

The Ordinary General Meeting of Tire Company Dębica S.A. resolves that the Supervisory Board of the term of office starting on 27 June 2023 shall consist of 5 do 9 members.

§ 2

Resolution comes into force upon adoption.

Resolution No. 24
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
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 starting on 27 June 2023.

§ 2

Resolution comes into force upon 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 SA
dated 27 June 2023
concerning opinion of the Supervisory Board on the report regarding remuneration for
members of Management Board and Supervisory Board of Tire Company Dębica SA for 2022

§ 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 year 2022.

§ 2

Resolution comes into force upon adoption.

Rationale: Art. 90d, par. 6 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 (Dz. U. z 2022 r., poz. 2554, ze zm.).

Appendix No 1. to Resolution No. 25 of the Ordinary General Meeting of Tire Company Dębica SA of June 27, 2023 on the opinion on the report on remuneration of the members of the Management Board and the Supervisory Board of the Company for 2022

Appendix No 2. to the Resolution No. 25 of the Ordinary General Meeting of Tire Company Dębica S.A. of June 27, 2023 on the opinion on the report on remuneration of the Members of the Management Board and Supervisory Board of the Company for the year 2022: *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 SA

dated 27 June 2023

concerning change of the Company's Articles of Association

§ 1

The Ordinary General Meeting of Tire Company Dębica SA acting pursuant to art. 430 § 1 of the Commercial Companies Code in connection with § 26 section 1 point 4) of the Company's Articles of Association, hereby decides to amend the Company's Articles of Association in such a way that:

1. § 4 p. 2 is replaced by the following:

„2. The duration of the Company is indefinite.”

2. § 5 is replaced by the following:

„§ 5

The object of the Company's activity is:

1. Manufacture of rubber tyres and tubes; retreading and reconditioning of rubber tyres 22.11.Z
2. Manufacture of other rubber products 22.19.Z
3. Manufacture of machinery for the treatment of rubber or plastics and the manufacture of articles made from these materials 28.96.Z
4. Repair and maintenance services for machinery 33.12.Z
5. Repair and maintenance services for electronic and optical equipment 33.13.Z
6. Repair and maintenance services for electrical equipment 33.14.Z
7. Installation services for industrial machinery, equipment and equipment 33.20.Z
8. Electricity generation 35.11.Z
9. Transmission of electricity 35.12.Z
10. Electricity distribution 35.13.Z
11. Generation and supply of steam, hot water and air for air conditioning systems 35.30.Z
12. Water abstraction, treatment and supply 36.00.Z
13. Maintenance and repair of motor vehicles, except motorcycles 45.20.Z

14. Wholesale of parts and accessories for motor vehicles, except motorcycles 45.31.Z
15. Retail sale of parts and accessories for motor vehicles, except motorcycles 45.32.Z
16. Wholesale of chemical products 46.75.Z
17. Other specialized wholesale 46.7
18. Other retail sales in non-specialized stores 47.19.Z
19. Tourist accommodation and places of short-term accommodation 55.20.Z
20. Other catering services 56.29.Z
21. Other inland passenger transport n.e.c. 49.39.Z
22. Road transport of goods 49.41 .Z
23. Storage and storage of other goods 52.10.B
24. Activities of other transport agencies 52.29.C
25. Research and development in other natural and technical sciences 72.19.Z
26. Other business and management consulting 70.22.Z
27. Engineering activities and related technical consultancy 71.12.Z
28. Other professional, scientific and technical activities n.e.c. 74.90.Z."

3. § 6 is replaced by the following:

„§ 6

1. The Company's share capital is divided into 13,802,750 (thirteen million eight hundred two thousand seven hundred fifty) shares with a nominal value of PLN 8 (say: eight) each.
2. The share capital amounts to PLN 110,422,000.00 (in words: one hundred ten million four hundred twenty two thousand)."

4. in § 6A:

a) p. 7 is replaced by the following:

„7. If the Management Board of the Company, with the consent of the Supervisory Board, deprives the shareholders of the pre-emptive right (in whole or in part) of shares issued as part of the share capital increase within the limits of the authorized capital, the Management Board of the Company will offer the issued shares in private subscription within the meaning of art. 431 § 2 point 1 of the Commercial Companies Code”.

b) p. 9 is replaced by the following:

„9. The Management Board of the Company may not issue preference shares to shareholders holding shares in connection with the share capital increase within the authorized capital, nor may it grant them personal privileges”.

5. § 10 p. 1 is replaced by the following:

„1. The Management Board of the Company consists of 3 to 7 people. The term of office of a member of the Management Board is three years (term of office). Members of the Management Board shall be appointed for a joint term of office. The term of office shall begin on the day of the election. The mandate of a member of the Management Board expires at the latest on the date of the General Meeting approving the financial statements for the last full financial year of performing the function of a member of the Management Board ”.

6. § 11 p. 2 is replaced by the following:

- „2. All matters related to the running of the Company not reserved by the Act or these Articles of Association to the competence of the General Meeting or the Supervisory Board belong to the scope of activity of the Management Board.”

7. § 13 is replaced by the following:

„§ 13

1. All members of the Management Board are obliged and entitled to jointly manage the Company's affairs.
2. For the validity of resolutions of the Management Board, the presence at least of half of the Management Board is required at the meeting. Resolutions of the Management Board may be adopted if all members have been properly notified of the meeting of the Management Board.
3. Resolutions of the Management Board are adopted by an absolute majority of votes. In the event of a tie, the President of the Management Board shall have the casting vote.
4. The President of the Management Board, and in his absence another member of the Management Board nominated by him, manages the work of the Management Board, in particular determines the division of duties among the members of the Management Board, convenes meetings of the Management Board, sets the agenda and chairs them.
5. The meeting of the Management Board may also be attended using means of direct remote communication.
6. The Management Board may adopt resolutions in writing or using means of direct remote communication, including by e-mail.
7. Members of the Management Board may participate in adopting resolutions of the Management Board by casting their vote in writing through another member of the Management Board.”

8. in § 14:

a) p. 1 is replaced by the following:

- „1. The Supervisory Board consists of 5 to 9 members. The period of holding the function of a member of the Supervisory Board may not be longer than one year (term of office). Members of the Supervisory Board are appointed for a joint term of office. The term of office shall begin on the date of appointment. The mandate shall expire at the latest on the date of the General Meeting approving the financial statements for the year in which the term of office began. ”

b) p. 4 is replaced by the following:

- „4. If the seat of a member of the Supervisory Board elected by the General Meeting becomes vacant, the Supervisory Board shall, within 15 days from the moment of becoming aware of this circumstance, supplement its composition by co-optation.”

c) p. 5 is replaced by the following:

- „5. If the seat of a member of the Supervisory Board elected by the Company's employees becomes vacant, the Supervisory Board shall order by-elections within 15 days from the moment of becoming aware of this circumstance. By-elections shall be held in accordance with the procedure specified in the Regulations referred to in paragraph 3 and shall be held within a period not exceeding one month from their order by the Supervisory Board.

However, until the number of members of the Supervisory Board is supplemented by a person elected from among the employees, resolutions of the Supervisory Board are valid, unless it violates art. 385 § 1 of the Commercial Companies Code.”

9. § 15 is replaced by the following:

„§ 15

1. The Supervisory Board elects from among its members the Chairman of the Supervisory Board and his Deputy, and if necessary also the Secretary of the Board.
2. The Chairman of the Supervisory Board, and in his absence the Deputy Chairman, convenes and chairs meetings of the Supervisory Board. In the absence of the Chairman and the Vice-Chairman, the meeting shall be convened and chaired by the Secretary of the Supervisory Board, if elected.
3. The Chairman of the Supervisory Board of the previous term of office convenes and opens the first meeting of the newly elected Supervisory Board and chairs it until the Chairman is elected. In the absence of the Chairman of the previous term of office, the actions indicated in the previous sentence shall be taken by the Deputy Chairman of the previous term of office, and in their absence, by the Secretary of the Supervisory Board of the previous term of office, if elected.
4. The oldest member of the Supervisory Board shall convene a meeting of the Supervisory Board if during the term of office the Supervisory Board loses the Chairman, the Deputy Chairman and the Secretary of the Supervisory Board as a result of the expiry of their mandates during the term of office. The oldest member of the Supervisory Board chairs the proceedings of the Supervisory Board until the Chairman is elected.
5. The Supervisory Board may dismiss the Chairman, his Deputy and the Secretary of the Board.”

10. § 16 is replaced by the following:

„§ 16

1. The Supervisory Board should be convened as necessary, but at least in every quarter of the financial year.
2. The Management Board or a member of the Supervisory Board may request that a meeting of the Supervisory Board be convened, providing the proposed agenda. The Chairman of the Supervisory Board, and in his absence the Deputy Chairman, convenes a meeting with the agenda in accordance with the request, which shall take place no later than within two weeks from the date of receipt of the request.
3. For resolutions of the Supervisory Board to be valid, it is required to invite all members of the Supervisory Board and to be present at the meeting of at least half of the Supervisory Board.
4. Resolutions of the Supervisory Board are adopted by an absolute majority of votes.
5. In the event of a tie, the Chairman of the Supervisory Board shall have the casting vote.
6. Meetings of the Supervisory Board may be conducted using means of direct remote communication.
7. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication. A resolution is valid when all members of the Supervisory Board have been notified of the content of the draft resolution and at least half of the members of the Board have participated in adopting the resolution. Members of the Supervisory Board may participate in adopting resolutions by casting their vote in writing through another member

of the Supervisory Board. Voting in writing may not concern matters introduced into the agenda at a meeting of the Supervisory Board.

8. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if none of the members of the Supervisory Board participating in the meeting objects to it.
9. The Supervisory Board adopts its bylaws, which specify in detail the procedure for its conduct.”

11. § 17 is replaced by the following:

„§ 17

1. The Supervisory Board exercises permanent supervision over the Company's activities in all areas of its activity.
2. In addition to matters reserved by the provisions of these Articles of Association, special powers of the Supervisory Board include:
 - 1) audit of financial statements,
 - 2) audit of the Management Board's report and the Management Board's motions regarding the distribution of profits or coverage of losses,
 - 3) preparing and submitting to the General Meeting an annual written report for the previous financial year (report of the Supervisory Board),
 - 4) consent to the establishment or accession to a company or consortium,
 - 5) granting consent to the acquisition or disposal by the Company of shares in companies or to the acquisition of branches of companies,
 - 6) granting consent to the sale of an organized part of the Company's property, subject to the provisions of art. 393 points 3 and 4 of the Commercial Companies Code,
 - 7) granting consent for the Company to perform other legal acts obliging or disposing of the Company's fixed assets, including the purchase and disposal of real estate, if the unit value of the legal transaction transfers the PLN equivalent of USD 500,000 (say: five hundred thousand) or, in the case of related activities performed within the next twelve months, the value of these activities transfers the PLN equivalent of USD 1,000,000 (in words: one million) USD and the conclusion of management agreements, mutual agreements, patent companies and licensing agreements or long-term cooperation agreements,
 - 8) granting consent to encumber the Company's property with a value transferring the PLN equivalent of USD 1,000,000 (in words: one million) or granting a guarantee for an amount transferring the PLN equivalent of the same amount for a period exceeding twelve consecutive months;
 - 9) determining remuneration for members of the Supervisory Board delegated to temporarily perform the duties of members of the Management Board,
 - 10) giving written opinions on motions submitted to the General Meeting on matters specified in § 26 section 1 of these Articles of Association,
 - 11) suspending a member of the Management Board or the entire Management Board for important reasons,
 - 12) delegating a member or members to temporarily perform the duties of members of the Company's Management Board in the event of dismissal, resignation of members of the Management Board or the entire Management Board or when members of the Management Board for other reasons cannot perform their duties.
 - 13) approval of the regulations of the Company's Management Board,
 - 14) Appointment of a statutory auditor to audit financial statements.

3. The supervisory board may adopt a resolution on the examination at the company's expense of a specific matter concerning the company's activities or its assets by an elected adviser (advisor to the supervisory board). An advisor to the Supervisory Board may also be selected to prepare specific analyses and opinions on the principles set out in the Commercial Companies Code. The General Meeting is authorized to determine the maximum total cost of remuneration of advisers of the Supervisory Board that the Company may incur during the financial year."

12. § 18 is replaced by the following:

„§ 18

1. Members of the Supervisory Board exercise their rights and duties personally.
2. The remuneration for members of the Supervisory Board is determined by the General Meeting."

13. § 21 is replaced by the following:

„§ 21

1. General Meetings are held in Warsaw or at the Company's registered seat.
2. Participation in the General Meeting may also be taken by means of electronic communication, if such a form of participation is provided for by the convener of the General Meeting".

14. § 26 p. 1 item 7) is replaced by the following:

„7) issuance of convertible or pre-emptive bonds and issue of subscription warrants,"

15. § 32 p. 4 is replaced by the following:

- „4. The date of determining the rights to dividend as well as the date of dividend payment are specified by the General Meeting. The date of determining the rights to dividend may be set for a day falling not earlier than five days and not later than three months from the date of adoption of the resolution on the distribution of profit."

§ 2

Acting pursuant to art. 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Tire Company Dębica SA 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 amendments to the Articles of Association in the register of entrepreneurs of the National Court Register.

Justification: *The proposed amendments to the Articles of Association are primarily aimed at adapting its content to the changes resulting from the latest amendments to the Code of Commercial Companies, in particular the amendment that entered into force on October 13, 2022.*

Other proposed amendments to the Statute are of a technical and editorial nature and serve to clarify and better formulate its provisions.

The introduction of the proposed amendments to the Company's Articles of Association will contribute to improving the functioning of the Company's governing bodies, in particular in the scope of work organization, holding meetings and adopting resolutions by the Supervisory Board and the Management Board.

**Resolution No. [draft submitted by shareholders]
of the Ordinary General Meeting of Shareholders**

Tire Company Dębica SA

dated 27 June 2023

on authorization of the Management Board to carry out the purchase of the Company's own shares

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. (the "Company") hereby resolves as follows:

§1

The Company's Management Board is authorized to purchase the Company's own shares under the terms and conditions set forth in this resolution.

§ 2

The Company may purchase its own shares under the following conditions, hereinafter referred to as the Program:

1. Only fully paid-up shares may be purchased under the Program.
2. The maximum total nominal value of the Company's own shares purchased under the Program will not exceed 10% of the Company's share capital as of the date of the resolution, i.e. 1,380,275 (one million three hundred and eighty thousand two hundred and seventy-five).
3. The total amount of funds allocated for the purchase of own shares under the Program, including the total purchase price of own shares, increased by the costs of their acquisition, will not exceed PLN 250,000,000. (two hundred and fifty million zlotys).
4. The price at which the Company will purchase its own shares under the Program may not be less than PLN 100.00 (one hundred zlotys) and more than PLN 180.00 (one hundred and eighty zlotys).
5. The Management Board is authorized to purchase own shares under the Program from the date of adoption of this resolution until December 31, 2024, but no longer than to use the funds allocated for the implementation of the Programme.
6. The Management Board, guided by the interests of the Company, may:
 - a) complete the purchase of own shares before the expiration of the authorization granted by the General Meeting.
 - b) after confirming the completion of the purchase of own shares before the expiry of the authorization period granted and before the use of all funds allocated for the purchase of own shares
 - continue to execute the authorization granted to it by carrying out subsequent buybacks of own shares, in accordance with paragraph 5 above, i.e. carry out more than one share buyback within the scope of the authorization granted.

7. Own shares may be acquired in order to: redeem and reduce the Company's share capital; further resale by the Company; perform obligations arising from the stock option programs or other allocation of shares to employees or members of the administrative, management or supervisory bodies of the Company or its affiliates.

8. Acquisition of the Company's own shares may be made in transactions:

- a. on the regulated market operated by the Warsaw Stock Exchange and under the conditions specified in Article 5 of the Regulation of the European Parliament and the Council (EC) No. 596/2014 of April 16, 2014 on market abuse (Market Abuse Regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC and in Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards on conditions applicable to buyback programs and stabilization measures;
- b. in off-market transactions, by issuing of one or more invitations to submit offers for the sale of the Company's shares, addressed to all shareholders of the Company, in accordance with the following rules:
 - the purchase price of own shares will be determined by the Management Board (within the limits indicated in paragraph 4 above) and will be the same for all shareholders of the Company who responded to a given invitation;
 - the number of own shares to be purchased under a given invitation to submit offers for the sale of the Company's shares will be determined each time by the Management Board (taking into account the provisions of this Resolution);
 - in the event that the number of own shares of the Company offered by the shareholders for purchase by the Company is higher than the total number of own shares specified by the Management Board under a given invitation to submit offers for the sale of shares, the Management Board or the entity indicated in section 9 below, will make a proportional reduction of the shares subject to purchase.

9. Acquisition of the Company's own shares may be carried out either through investment companies or independently by the Company.

§3

1. The Management Board is authorized to:

- a) establish detailed terms and conditions of the Program to the extent not regulated by this Resolution, in particular with respect to determining the method of acquisition (type of transaction), the number, determination of the basis of the volumes to be acquired, the price and date of the acquisition of own shares, and any other detailed terms and conditions of the acquisition of own shares, including the content of invitations to submit offers for the sale of the Company's shares;
- b) make all decisions and perform all actions aimed at acquiring the Company's own shares, in accordance with the provisions of this Resolution, including to conclude agreements with the entities referred to in §2 section 9 of this Resolution and agreements regarding the purchase of shares concluded with individual shareholders.

2. The Management Board is obliged to:

- a) make public, in accordance with regulations applicable for public companies, all detailed information regarding the Program before trading in own shares under the Program and its termination. The Management Board will also inform about transactions concluded in

accordance with Article 5(1)(b) and (3) of Regulation (EC) No 596/2014 and Article 2 of Regulation (EC) No 2016/1052, as well as any amendments to the Programme;

- b) notify the next General Meeting of the implementation of the Program, including the number and nominal value of the shares, their share in the Company's share capital, as well as the value of the benefit provided in exchange for the acquired shares - in the case of acquisition of Company's shares;
- c) to convene, after the end of the Program or the expiry of the authorization to acquire own shares, a General Meeting of Shareholders for the purpose of adopting resolutions on the redemption of shares and reduction of the Company's share capital - in the event that own shares are subject to redemption.

§4

The resolution comes into force upon its adoption.

**Resolution No. [draft submitted by shareholders]
of the Ordinary General Meeting of Shareholders**

Tire Company Dębica SA

dated 27 June 2023

on establishing a reserve capital to finance the acquisition of own shares

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. (the "Company") hereby resolves as follows:

§ 1

1. A reserve capital in the amount of PLN 250,000,000. (two hundred and fifty million zlotys) is established in order to finance the purchase of the Company's own shares by the Company in accordance with the provisions of Resolution No. [...] of the Ordinary General Meeting of Debica Tire Company S.A. of June 27, 2023 on authorization of the Management Board to carry out the purchase of the Company's own shares (hereinafter: Reserve Capital).
2. The Reserve Capital is established from other reserves of the Company.
3. The Management Board is authorized to use the funds from the Reserve Capital in accordance with the provisions of this Resolution and Resolution No. [...] of the Ordinary General Meeting of Debica Tire Company S.A. dated June 27, 2023 on authorization of the Management Board to carry out the purchase of the Company's own shares, with the provision that the purchase of own shares under the Program may not result in a decrease in the net asset value below the share capital increased by write-offs and provisions not subject to distribution.
4. The Reserve Capital is established upon the adoption of this resolution.

§2

The resolution comes into force upon its adoption.

**Resolution No. [draft submitted by shareholders]
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023
on the payment of special dividend**

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. (the "Company") hereby resolves as follows:

§ 1

The Ordinary General Meeting of Shareholders of Tire Company Dębica S.A. (the "Company") allocates the amount of 100,000,000 (one hundred million zlotys), derived from the remaining reserves existing in the Company, constituting the profits from previous years, for the payment of dividend ("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) July 1, 2023 shall be established as the date of acquisition of rights to dividends (dividend day)
- 3) July 10, 2023 shall be established as the date of payment of dividends.

§ 3

The resolution comes into force on the date of adoption

**Resolution No. [draft submitted by shareholders]
of the Ordinary General Meeting of Shareholders
Tire Company Dębica SA
dated 27 June 2023**

**on the appointment of an auditor for special matters in order to examine, at the Company's
expense, certain issues related to the conduct of the Company's business**

The Ordinary General Meeting of Shareholders of Tire Company Dębica 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 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of July 29, 2005

(hereinafter: the "Act on Offering"), the Ordinary General Meeting of the Company, appoints the following entity as the special auditor referred to in Article 84 (1) of the Act on Offering:

[...] (hereinafter referred to as the "**Auditor**").

2. The auditor meets the conditions referred to in Article 84(2) and (3) of the Offering Act.
3. The auditor shall perform the audit in accordance with the subject and scope set forth in §2 below, with the audit being based on (a) documents made available by the Company; (b) publicly available information and data, in particular, from registers and reports, communications and financial statements published by the Company and other entities and commercial companies.
4. The audit referred to in paragraph 1 above shall be carried out on the basis of an agreement to be concluded by the Company with the Auditor within 14 days from the date of adoption of this Resolution or within 21 days from the date on which the court order appointing the Auditor becomes final, on the terms and conditions included in the offer, a copy of which is attached to the Resolution.

§2 Subject and scope of the audit

1. The subject and scope of the audit will include an examination of the conduct of the Company's business in terms of:
 - a) the Company's financial liquidity and the Company's management of cash held by the Company; this includes, in particular, examination of loan agreements concluded by the Company in the years 2018-2022 with related parties, their balance, the borrower's ability to repay loans if the Company exercises its right to demand the return of all loan funds and the reality and enforceability of loan collateral granted to the Company.
 - b) the terms and conditions of the Company's sales of manufactured tires to affiliates; this includes, in particular, an examination of the margin earned by the Company from the sale of manufactured tires to affiliates, the due diligence of the Company's bodies in negotiating the amount of this margin and its market nature, including in comparison with the margins earned by other entities that operate an enterprise in the form of a manufacturing plant.
2. With regard to the issue indicated in § 2.1(a) above, the exact subject and scope of the study include:

- a) determining the process of the Company's loan agreements with related parties, including determining who (the lender or the borrower) makes the proposal to conclude a loan agreement, whether the Company's Management Board negotiates the interest rate on individual loans and on what basis the interest rate is determined.
- b) substantive evaluation of the documents and analyses on the basis of which the Company's Management Board decides on the allocation of the Company's cash for loans to related parties - including an assessment of whether these documents and analyses provide a reliable and professionally compliant basis for making decisions on how to allocate funds in amounts such as the Company allocates for the loans in question.
- c) evaluation of the rate of return that the Company earned on its loans compared to the rate of return that could be earned in 2018 - 2022 on other forms of investing cash on market terms.
- d) determining whether (and if so, how) the interest rate on the Company's loans to related parties is affected by the fact that in the loan agreements the Company reserves and agrees the right to demand immediate repayment of the borrowed funds.
- e) determining whether (and if so, how many times and in what amounts) in 2018 - 2022 the Company actually demanded early repayment of borrowed funds from borrowers.
- f) assessment of the ability of borrowers of loans granted by the Company to actual, immediate repayment of all liabilities from loans to the Company with immediate effect.
- g) assessment of the feasibility and actual possibility of the Company's use of collateral for loans to related parties (i.e., sureties or guarantees provided to the Company by further entities), including the process of pursuing claims under these sureties or guarantees, its costs, applicable law, jurisdiction and the possibility of compulsory enforcement.
- h) assessment whether, from the perspective of the Company's liquidity management, the reservation in loan agreements with related parties of the Company's right to demand immediate early repayment of loans (which may result in reduced interest rates on loans) indicates proper or improper management of the Company's business in this respect.
- i) assessment whether the Company's lending to related parties constitutes sound management of the Company's cash.

j) assessment whether, based on the content of the loan agreements and the actual performance of the loans, the Company's reservation of the right to demand early repayment of the loans can be considered a contractual reservation of a pretend nature, the purpose of which is to ostensibly justify a lower interest rate on the loans.

k) assessment whether the Company achieves the expected return on capital by allocating cash to loans to related parties - in particular, comparing the rate of return achieved in this way to the rate of return achieved on production assets.

l) assessment whether the Company has the in-house competence to properly manage cash in amounts such as the Company allocates for loans to related parties.

m) assessment whether maintaining the Company's available cash in 2018 - 2022 in amounts corresponding to the balance of the Company's loans to related parties and taking into account the Company's current revenues and costs incurred by the Company: (i) was justified by the Company's investment plans; (ii) justified the thesis of the Company's excess liquidity; (iii) justified the thesis of maintaining the Company's excess liquidity for the purpose of allocating cash to debt financing of related parties.

n) assessment whether, taking into account the amount of cash available to the Company in 2018 - 2022 (also taking into account the funds allocated by the Company for loans to related parties), it was economically reasonable and profitable to recommend and allocate further cash, derived from the Company's profit, to the reserve capital each year.

o) assessment whether members of the Company's bodies who participated in the decision-making process on the Company's lending to related parties did not act under conditions of conflict of interest.

p) determining whether and, if so, on what terms the Company participates in the mechanism
Cashpooling between related parties within the Goodyear Group.

3. With regard to the issue indicated in § 2.1(b) above, the precise subject and scope of the study include:

a) determining the content and terms of the agreements under which the Company sells manufactured tires to affiliates, including the rules for setting the sales price and calculating the margin due to the Company.

b) establishing the process of the Company's tire sales agreement(s) with related parties, including whether the Company's Management Board negotiates the amount of the price and on what basis the sales price of tires produced by the Company to related parties is set.

c) determining whether there are entities operating production facilities in the tire market as part of global concerns and to determining what levels of margin from the sale of tires to affiliates are achieved by such entities, in this respect the entities identified by the Auditor and the following companies will be assessed: Michelin Polska sp. z o.o., Goodyear Dunlop Tires Germany GmbH, Bridgestone Poznań sp. z o.o., Goodyear Slovenija d.o.o.

d) assessing whether sales of tires produced by the Company to related parties are conducted on market terms, and whether members of the Company's bodies take steps to obtain the highest possible price from such sales.

§3 Types of documents that the Company should make available to the Auditor

1. The General Meeting of the Company obliges its Management Board and Supervisory Board to make available to the Auditor all documents in the Company's possession or available to the Company, including: contracts, materials, analyses, valuations, studies, reports, opinions, correspondence, summaries, data and information - regardless of their name and method of recording and the media on which they are recorded, enabling the audit to be conducted in accordance with § 2 hereof Resolutions, in particular:

- a) loan agreements concluded by the Company with related parties in 2018 - 2022;
- b) all correspondence conducted by the Company with the borrower on the subject of a given loan agreement - both those exchanged prior to the conclusion of a given Agreement and in the course of its execution;
- c) collateral documents received by the Company in connection with loans to related parties, including a document of corporate guarantees or warranties provided to the Company by Goodyear Group companies, including The Goodyear Tire & Rubber Company, headquartered in Akron, Ohio, USA.
- d) all materials and analyses on the basis of which the Company assessed each time the ability of a given borrower to repay its liabilities under a given loan, including in the event of the Company demanding early repayment of the entire balance of loans by the borrower;

- e) any materials and analyses on the basis of which the Company assessed, in each case, the ability of the entity or entities providing corporate sureties or guarantees (or other forms of security) for loans granted by the Company to perform their obligations to the Company; in this regard, the Company should also make available materials and analyses in which the course of possible enforcement of obligations to the guarantor or guarantor under the applicable law and possible forced enforcement of the amounts awarded was determined and assessed;
- f) all materials and analyses on the basis of which the Company assessed each time the economic rationale and profitability of the Company's loans to related parties in 2018 - 2022; this scope also includes the materials provided to members of the Supervisory Board together with motions for approval to conclude or grant a particular loan;
- g) internal documents on the Company's planned cash requirements (known as cashflow) - in 2018 - 2022;
- h) the Company's investment plans, which were developed in 2018 - 2022, along with cost estimates, implementation schedules and assumed sources of financing;
- i) any materials and analyses on the basis of which the Company's Board of Directors recommended in 2018 - 2023 to allocate part of the Company's profit for the previous year to reserve capital.
- j) any correspondence between employees or members of the Company's governing bodies and employees or members of related bodies concerning the Company's granting of loans or the Company's management of cash or the rules for operating a cashpooling system within the Goodyear Group.
- k) agreements between the Company and related parties under which the Company sells manufactured tyres to related parties; this includes both the documents of framework agreements and individual orders and correspondence between the buyer and the seller in the performance of a given contract or order.
- l) any materials and analyses on the basis of which the Company assessed each time the market nature of the prices at which the Company sold tires to related parties.
- m) any materials and analyses in the Company's possession in which the Company investigated the market levels of sales prices set in tire sales transactions between the seller - a company operating a manufacturing plant and the buyer - a company that is the sole or majority shareholder of the seller.

- n) Company's transfer pricing documentation.
 - o) technical assistance and licensing agreement dated August 2014 between the Company and the Goodyear S.A., based in Colmar Berg, Luxembourg;
 - p) agreement dated February 1, 2018 between the Company and Goodyear Dunlop Tires Operations S.A., headquartered in Colmar Berg, Luxembourg.
 - q) Procedure for managing conflicts of interest and entering into transactions with related parties under conditions of possible conflict of interest - introduced in accordance with the document "Good Practices of Companies Listed on the WSE 2021".
2. The General Meeting of Shareholders of the Company obliges its Management Board to make the documents referred to in paragraph 1 above available to the Auditor within 21 calendar days after the adoption of the Resolution or no later than 21 calendar days from the date the court order appointing the Auditor becomes final.
 3. The General Meeting of Shareholders of the Company instructs its Management Board and Supervisory Board to cooperate with the Auditor to enable the efficient conduct of the audit, including the provision of explanations as specified in Article 86(l) of the Public Offering Act.

§4 Deadline for commencement of audit and submission of report

1. The Auditor shall commence work within 21 calendar days after the adoption of the Resolution or no later than 21 calendar days from the date the court order appointing the Auditor becomes final.
2. In the event that the Auditor acquires information or data constituting a business secret, the Auditor shall 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 it arises from generally applicable laws.
3. The auditor is required 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 paragraph 1 above.

§5 Entry into force of the Resolution

The resolution comes into force on the date of its adoption.

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