

Attachment No. 1: Draft resolution on the distribution of profit for 2022 by allocating the entire profit to dividends

Resolution No. [...]

Ordinary General Meeting of Debica Tire Company S.A. dated June 27, 2023 on the distribution of profit for 2022 by allocating the entire profit to dividends

§ 1

The Ordinary General Meeting of Firm Tyre 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.

Appendix No. 2: **Draft resolution on authorization of the Management Board to carry out the purchase of the Company's own shares**

Resolution No. [...]

Ordinary General Meeting of Dębica 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

The Ordinary General Meeting of Shareholders of Firma Oponiarska 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.

Appendix No. 3: resolution on establishing a reserve capital to finance the acquisition of own shares

Resolution No. [...]

Ordinary General Meeting of Dębica Tire Company Joint Stock Company dated June 27

2023 on establishing a reserve capital to finance the acquisition of own shares

The Ordinary General Meeting of Shareholders of Firma Oponiarska 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.

Appendix No. 4: **Draft resolution on the payment of special dividend.**

Resolution No. [...]

Ordinary General Meeting of Dębica Tire Company Joint Stock Company dated June 27
2023 on the payment of special dividend

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

§ 1

The Ordinary General Meeting of Shareholders of Firma Oponiarska 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

Attachment No. 5: Adoption of a resolution 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.

Resolution No. [...]

Ordinary General Meeting of Debica Tire Company S.A., dated June 27, 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 Firma Oponiarska 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(I) 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 is translation of a Polish document. In case of discrepancies the Polish version is binding.