

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. 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 Dębica S.A. Tire Company 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. 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 her 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 her 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 her 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 her 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 her 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 the Dębica S.A. Tire Company 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 (adviser to the supervisory board). An adviser 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.

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