

TIRE COMPANY DEBICA S.A.

Supervisory Board's report on the remuneration of Members of the Management Board and the Supervisory Board for 2024



Prepared pursuant to Article 90g of the Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies (Journal of Laws of 2024, item 620).

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This report has been prepared on the basis of Article 90g of the Act of 29 July 2005. on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies Journal of Laws of 2024, item 620. (the "Act").

On June 27, 2024, the Ordinary General Meeting of Tire Company Dębica S.A., acting pursuant to Article 90g(6) of the Act, issued a positive opinion on the report on the remuneration of members of the Management Board and Supervisory Board of the Company for 2023.

I. Basic principles of remunerating members of the Management Board and the Supervisory Board

The level of remuneration of the Management Board members reflects the professional experience and the scope of organizational responsibility related to the position. The remuneration may include the basic salary and a variable part, including benefits from incentive programs. It may also include other permanent additional benefits of remuneration under the Labour Code.

The Remuneration Policy for Members of the Board of Directors and Supervisory Board (the "Policy") contributes to the improvement of the Company's performance by being able to take into account the performance of the Company or the Goodyear Group when calculating the variable remuneration of its management. In particular, in the decision-making process regarding the definition and amendment of this Policy, the possibility of applying variable remuneration programs that apply to the management of the Goodyear Group has been allowed.

Members of the Supervisory Board are entitled to a monthly basic salary for performing their functions, except when a member of the Supervisory Board:

- expressly waives his rights to the remuneration resulting from his appointment to the Supervisory Board of the Company.
- is employed by companies in the Goodyear group, with the exception of the Company.

The basis for determining the amount of remuneration of a Supervisory Board member is the average monthly remuneration in the Company, calculated for the period of the previous calendar quarter.

The policy was adopted on 25 August 2020 and entered into force on the same day. Amendments to the "Remuneration Policy for Members of the Management Board and Supervisory Board" were adopted by Resolution No. 30 of the General Meeting on 27/06/2024. The main changes mainly included: (Chapter 4) supplemented rules on remuneration components, (Chapter 7) additional benefits, (Chapter 8) issues related to the decision-making process for the establishment, implementation and review of the Policy.

The remuneration principles described in the Remuneration Policy for Members of the Company's Management Board and Supervisory Board were applied in 2024.

Members of the Management Board are entitled to a monthly basic salary under their employment contract. The remuneration was paid on the 8th day of the following month in accordance with the Work Regulations of Tire Company Debica in force since August 2017, with further amendments. The remuneration is paid with the Employee's consent, expressed in writing, in the form of a transfer to the bank account indicated by the Employee.

The Policy allowed members of the Supervisory Board to apply incentive plans to members of the Management Board regarding variable remuneration for the management of the Goodyear Group, i.e.:

- Annual Executive Incentive Plan ("EAIP") and
- Long-Term Incentive Plan ("LTIP").

The designs of EAIP and LTIP programs, performance indicators and payout potential may be changed or modified from time to time in accordance with decisions made within the Goodyear group.

The components and form of the LTIP award are subject to change and may consist of other types of awards in the future.

All components of remuneration presented in this report are given in gross amounts.

II. Composition of the Management Board and the Supervisory Board

The composition of the Management Board and the Supervisory Board as of 01.01.2024:

Board

1. Ireneusz Maksymiuk - President of the Management Board
2. Marko Nahtigal - Member of the Management Board
3. Anna Winiarska- Miśkowiec - Member of the Management Board

Supervisory board

1. Jacek Pryczek - Chairman of the Supervisory Board
2. François Colin de Verdière - Member of the Supervisory Board, Deputy Chairman of the Supervisory Board
3. Andrzej Kowal - Independent Member of the Supervisory Board, Secretary of the Supervisory Board
4. Vincent Ganier - Member of the Supervisory Board
5. Agnieszka Modras - Independent Member of the Supervisory Board
6. Lourens Roets - Member of the Supervisory Board
7. Michaël de Schrijver - Member of the Supervisory Board
8. Krzysztof Pieniążek - Member of the Supervisory Board

Changes in the composition of the management and supervisory bodies in the financial year:

- June 27, 2024: The Annual General Meeting of the Company appointed members of the Company's Supervisory Board for a new term of office, which began on June 27, 2024. The new employee representative in the Supervisory Board is Janusz Raś, who was elected pursuant to §14 of the Company's Articles of Association by the Company's employees in the elections held in the Company for the term of office commencing on 27 June 2024. Mr. Janusz Raś replaced Mr. Krzysztof Pieniążek.

The composition of the Management Board and the Supervisory Board as at 31.12.2024:

Board

1. Ireneusz Maksymiuk - President of the Management Board
2. Anna Winiarska-Miśkowiec - Member of the Management Board
3. Marko Nahtigal - Member of the Management Board

Supervisory board

1. Jacek Pryczek - Chairman of the Supervisory Board
2. François Colin de Verdière - Member of the Supervisory Board, Deputy Chairman of the Supervisory Board
3. Andrzej Kowal - Independent Member of the Supervisory Board, Secretary of the Supervisory Board
4. Vincent Ganier - Member of the Supervisory Board
5. Agnieszka Modras - Independent Member of the Supervisory Board
6. Lourens Roets - Member of the Supervisory Board
7. Michaël de Schrijver - Member of the Supervisory Board
8. Janusz Raś - Member of the Supervisory Board

III. Remuneration of individual Members of the Management Board and the Supervisory Board.

In 2024, the following members of the Company's Management Board had employment contracts with the Company: Ireneusz Maksymiuk. The remuneration of the above-mentioned member of the Management Board is paid by the Company.

The other members of the Management Board did not have an agreement with the Company and remain employed by the following Companies (which are not subsidiaries of the Company):

Marko Nahtigal – Goodyear Slovenija d.o.o.

Anna Winiarska-Miśkowiec - Goodyear Polska Sp. z o.o.

The remuneration of the above-mentioned members of the Management Board is not paid by the Company, and their labour costs are re-invoiced to TC Dębica S.A.

Table 1 and Table 2 contain remuneration paid in 2024, including the variable cash part of remuneration for 2023, but does not include remuneration due for 2024 in respect of variable and fixed parts, which are shown in Tables 3 and 4.

Table 1				
Board				
Name and surname	Total annual salary in PLN	Fixed remuneration /	Variable remuneration	Other components of remuneration in PLN (Benefits such as: insurance, company car used for private purposes, Employee Pension Scheme, medical care, tire program*)
		% of total remuneration in PLN	/ % of total remuneration in PLN (includes cash payments related to EAIP and LTIP programs only)	
Ireneusz Maksymiuk	1 166 447	701 001	366 529	98 917
		60,1%	31,4%	8,5%
Anna Winiarska-Miśkowiec**	0	0	0	0
Marko Nahtigal**	0	0	0	0

* *Tire program – employees have the opportunity to purchase tires at a discount*

** *The remuneration of Marko Nahtigal and Anna Winiarska-Miśkowiec is described in chapter IV.*

Benefits granted to relatives:

- Ireneusz Maksymiuk – medical care as part of the employee package – PLN 14 253.

Table 2						
Supervisory board						
Name and surname	Total annual remuneration in PLN	Remuneration for the function in the Supervisory Board in PLN % of total remuneration	Fixed remuneration / % of total remuneration in PLN	Bonus resulting from the Collective Bargaining Agreement % of total remuneration in PLN	Variable remuneration under the Collective Bargaining Agreement in PLN % of total remuneration	Other components of remuneration in PLN (Benefits such as: insurance, company car used for private purposes, Employee Pension Scheme, medical care, tire program) % of total remuneration
Agnieszka Modras	189 812	189 812 100%				
Vincent Ganier.						
Jacek Pryczek						
Andrzej Kowal	247 050	247 050 100%				
Krzysztof Pieniążek	164 187	103 295 62,9%	43 440 26,5%	11 963 7,3%	276 0,2%	5 214 3,2%
Lourens Roets						
Michael De Schrijver						
François Colin de Verdière						
Janusz Raś	142 465	84 166 59,1%	37 260 26,2%	4 600 3,2%	13 283 9,3%	3 157 2,2%

Table 3 contains variable and fixed remuneration for 2024 and previous years, which will be received by individuals in 2025 and subsequent years.

The amounts disclosed in below tables related to the part of the variable remuneration under the Long-Term Incentive Plan (LTIP) relate to payments in cash (CPU).

Table 3			
Payout in 2025			
Imię i Nazwisko	Variable remuneration PLN LTIP for the years 2022-2024	Variable remuneration PLN EAIP for 2024	Fixed remuneration and other remuneration components* for December PLN for 2024
Management Board			
Ireneusz Maksymiuk	122 714	113 986	63 394
Supervisory Board			
Janusz Raś			25 838
Agnieszka Modras			16 765
Andrzej Kowal			20 956

* Other components of remuneration include benefits such as: insurance, company car used for private purposes, Employee Pension Scheme, medical care, tire scheme.

Table 4 contains variable remuneration for 2024 and previous years, which will be received by individuals in 2026 and subsequent years.

Table 4	
Salaries accrued but not paid as at 31 December 2024 covering the 2023-2025 and 2024-2026 evaluation periods	
Management Board	
Name and surname	Variable remuneration
	PLN LTIP
Ireneusz Maksymiuk	92 459

IV. Remuneration from entities belonging to the Company's capital group

The company had no subsidiaries in 2024.

For the sake of full transparency, the Company discloses the amounts of remuneration paid to the Management Board and the Supervisory Board by other companies, but incurred (as a charge) by the Company.

The costs incurred by the Company on the basis of the invoices received regarding the remuneration for the work of Mr. Marko Nahtigal employed by Goodyear Slovenija d.o.o. in the year covered by the report amounted to PLN 1 252 072 (including the costs of renting an apartment of PLN 72 338).

Table 7 and Table 8 present the variable remuneration for 2024 and previous years, which was paid to Mr. Marko Nahtigal in 2025 and will be received by him in subsequent years.

Table 7	
Payout in 2025	
Variable remuneration PLN LTIP for 2022-2024	Variable remuneration PLN EAIP for 2024
286 935	133 601

Table 8
<p align="center">Salaries accrued but not paid</p> <p align="center">as of 31 December 2024</p> <p align="center">covering the evaluation period 2023-2025 and 2024-2026</p>
<p align="center">Variable remuneration PLN LTIP</p>
106 278

The costs incurred by the Company on the basis of received invoices regarding the remuneration for the work of Ms. Anna Winiarska-Miśkowiec employed by Goodyear Polska Sp z o.o. in the year covered by the report amounted to PLN 37 855.

V. Compliance with the adopted remuneration policy; contributing to the Company's long-term performance

The total remuneration paid to members of the Management Board and the Supervisory Board is in line with the principles of the remuneration policy (the "**Policy**") in force at the Company in 2024. Each of the above-mentioned components of remuneration was provided for in the said principles and subsequently in the Policy and was paid in accordance with these principles and subsequently with the Policy. Members of the Management Board and the Supervisory Board did not receive any component of remuneration that would not result from the said principles and subsequently from the Policy.

Members of the Management Board and the Supervisory Board may be entitled to remuneration components related to the achievement of the Company's long-term objectives (in the form of cash or financial instruments), which has a positive impact on their commitment to achieving these objectives. Members of the Supervisory Board are not entitled to variable remuneration for performing the function of a member of the Supervisory Board.

VI. Information on how the performance criteria were applied

1. The Executive Annual Incentive Plan ("EAIP") is a master incentive plan for top executives delivered in cash. The EAIP target level can range from 20% to 40% of the employee's fixed annual base salary as of December 31 of the year covered by the incentive plan. The payment of an individual bonus can vary from 0% to 200% of the employee's EAIP level. An employee's annual EAIP is prorated to reflect work in the plan year based on the date of promotion. The granting of annual EAIP payments is subject to the achievement of the company's financial performance and individual targets: cash and liquidity, costs, market share and individual targets in conjunction with EMEA-wide targets. Unless the employee meets the retirement criteria set out in the EAIP, an additional condition for payment is to

remain an employee of the Company as at 31 December of the relevant year covered by the plan.

2. The Long-Term Incentive Plan ("LTIP") covers a three-year period with the potential to pay between 50% and 200% for the year and is currently implemented in cash only (CPU). The CPU value is equal to 1 USD per unit. The granting of payments is based on the Company's financial results: net revenue, cash flow, return on equity, TSR modifier (Total return on shares). Metrics and targets are determined by the Compensation Committee of the Goodyear Board of Directors. LTIP is subject to change and may include other types of awards and combinations of grants in the future. Unless the employee meets the pension criteria set out in the EAIP plan, an additional condition for payment is that the employee remains an employee of the Company as of December 31 of the last year covered by the plan.

VII. Information on remuneration and results of the Company

The total remuneration received by members of the Management Board and the Supervisory Board includes remuneration received directly from the Company.

Table 9

Components/year	2020	% change	2021	% change	2022	% change	2023	% change	2024	% change
Total remuneration for Management Board members in PLN	2 525 636	4,3%	2 642 337	4,6%	2 672 362	1,1%	2 442 061	-8,6%	1 166 447	-52,2%
Total remuneration for members of the Supervisory Board in PLN	603 108	3,3%	603 721	0,1%	600 571	-0,5%	6 49 990	8,2%	743 514	14,4%
Operating profit in PLN thousand	80 256	-33,0%	50 880	-36,6%	78 571	54,4%	322 193	310,1%	58 268	-81,9%
Net profit in PLN thousand	68 392	-39,3%	42 679	-37,6%	72 597	70,1%	284 353	291,7%	77 756	-72,7%
Net cash flow in PLN thousand	5 266	-86,7%	-26 904	-610,9%	-43 287	60,9%	112 710	-360,4%	-144 632	-228,3%

Table 10 and Table 11 present salaries paid in a given year.

Table 10										
Board	2020	% change	2021	% change	2022	% change	2023	% change	2024	% change
Ireneusz Maksymiuk	813 436	4%	872 669	7%	1 054 300	21%	1 022 180	-3%	1 166 447	14%
Supervisory board	2020	% change	2021	% change	2022	% change	2023	% change	2024	% change
Łukasz Rędziniak (until 02.09.2021)	135 607	1%	149 383	10%						
Andrzej Kowal (from 25.06.2019)	135 317	137%	168 780	25%	194 163	15%	210 620	8%	247 050	17%
Maciej Mataczyński (until 26.06.2020)	102 652	-37%								
Krzysztof Mika (from 25/06/2019 until 24/08/2020 (incl.))	164 816	61%								
Janusz Raś (until 24.06.2019) (from 25.08.2020 until 22.06.2021); (from 30.06.2022 until 26.06.2023 (incl.))	64 717	-49%	137 461	112%	109 363	-20%	153 473	40%	142 465	-7%
Marek Piękoś (from 23.06.2021)			112 536		141 715	26%				
Krzysztof Pieniążek (from 27.06.2023)							111 650		164 187	47%
Agnieszka Modras (from 06.09.2021)			35 561		155 330	337%	174 247	12%	189 812	9%

Information on the average remuneration of the Company's employees who are not members of the Management Board or the Supervisory Board.

Table 11		
Year	Average salary of a Company employee PLN	% change
2020	5 704	4,7
2021	6 247	9,5
2022	6 328	1,3
2023	7 291	15,2
2024	8 061	10,6

Information on whether the Company used the option to demand the return of variable components of remuneration.

In the period for which the Report was prepared, the Company did not request the return of variable components of remuneration to the persons covered by the Policy.

Information on deviations from the procedure of implementation of the remuneration policy and temporary waiver of its application.

The Policy was adopted on 25 August 2020 and entered into force on that date. Amendments to the "Remuneration Policy for Members of the Management Board and Supervisory Board" were adopted by Resolution No. 30 of the General Meeting on 27/06/2024. The policy was adopted in accordance with the relevant procedure. The Company has not temporarily waived the application of the Policy. The main changes mainly included: (Chapter 4) supplemented rules on remuneration components, (Chapter 7) additional benefits, (Chapter 8) issues related to the decision-making process for the establishment, implementation and review of the Policy.