

**POLISH FINANCIAL SUPERVISION AUTHORITY**  
Current Report No. 19/2010

**Preparation date:** 12 July 2010

**Abbreviated name of issuer:**  
DEBICA

Re: Announcement about convening of Extraordinary General Meeting of Shareholders of Tire Company Dębica S.A.

**Legal grounds:**  
Other

**Report content:**

The Management Board of Tire Company Dębica S.A. (hereinafter referred to as „Company”), acting pursuant to Art.399 § 1 in conjunction with Art. 400, § 1, Art. 402 § 1 of the Commercial Companies’ Code and § 20 par. 3 of the Company Statutes, convenes the Extraordinary General Meeting of Shareholders to be held on 30 November 2010, at 1:00 p.m., at the Company’s registered office (Dębica, Community Center of T.C. Dębica S.A. at ul. Ignacego Lisa 3 – a concert hall) and proposes the following Agenda:

1. Opening of the Extraordinary General Meeting of Shareholders.
2. Election of the Chair of the Extraordinary General Meeting of Shareholders.
3. Presentation of the Agenda.
4. Confirmation of validity of convention of the Extraordinary General Meeting of Shareholders and its capacity to take resolutions.
5. The appointment of special auditor under Art. 84 of the Act on Public Offering and the Introduction of Financial Instruments into Organized Trading System and on Public Companies.

6. Adoption of a resolution on the amendment to the Company Statutes.
7. Adoption of a resolution on the coverage of costs of convening and holding the Extraordinary General Meeting of Shareholders.
8. To authorize the Company's Supervisory Board to agree on the uniform text of amended Statutes.
9. Miscellaneous.
10. Closing of the Extraordinary General Meeting of Shareholders.

The Management Board did not incorporate into the Agenda, proposed by the shareholder demanding the convention of the Extraordinary General Meeting of Shareholders, an item with following wording: "Request made by the shareholder addressed at the Company's Management Board to provide at the Extraordinary General Meeting of Shareholders information under Art. 428 § 1 of the *Commercial Companies' Code and delivery of such information by the Company's Management Board.*", since such request is not the subject of proceedings of the Extraordinary General Meeting of Shareholders, but rather a right of each shareholder enjoyed during the proceedings of the Extraordinary General Meeting of Shareholders, especially under item 9 of the Agenda.

#### I. Proposed amendments to the Company's Statutes

Pursuant to the requirements of Art.402, § 2, Art. 4021, and Art. 4022 of Commercial Companies' Code the Company's Management Board notifies its shareholders about the proposed amendments to the Company's Statutes:

(a) The previous wording of § 22, par. 1 of the Company's Statutes:

„1. The General Meeting of Shareholders may take resolutions by absolute majority of votes in the presence of shareholders representing at least one fourth of the share capital.”

The proposed wording:

„1. The General Meeting of Shareholders may take resolutions by absolute majority of votes regardless of the number of shares represented at the General Meeting.”

(b) in § 17, par. 2, item 6a is added with the following wording:

„6a) expression of consent to the performance by the Company of any legal action with the Company controlling entity or its subsidiaries, as long as the unit

value of legal action exceeds a PLN equivalent of US\$ 50,000 (say: fifty thousand American dollars) or in case of related actions performed over a span of consecutive twelve months, the value of such activities has exceeded a PLN equivalent of US\$ 100,000 (in words: one hundred thousand American dollars).”

II. Precise description of procedures regulating the participation in the Ordinary General Meeting of Shareholders and exercising one’s right to vote (pursuant to Art. 4022, subpar. 2 of the Commercial Companies’ Code)

a) shareholder’s right to demand putting specific issues on the agenda of Ordinary General Meeting of Shareholders

The Shareholder or Shareholders representing at least one twentieth of share capital is entitled to demand putting certain issues on the agenda of the Ordinary General Meeting. A pertinent request should be filed with the Management Board not later than for 21 days prior to the set date for the Ordinary General Meeting i.e. not later than by November 9<sup>th</sup> 2010 should contain grounds or the draft of a resolution concerning the proposed item on the agenda. The request may be filed in writing at the Company’s registered office at ul.1 Maja 1, Room 13, 39-200 Dębica or in electronic version and sent using a contact form published on Company’s Web site ([www.debica.com.pl](http://www.debica.com.pl)) to the address: [http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie\\_2010/kontakt](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie_2010/kontakt)

If the request complies with law, the Company’s Management Board is obliged forthwith, however, not later than 18 days prior to the set date of the Ordinary General Meeting i.e. by November 14, 2010 to make public the modified agenda following a request of the shareholders. The announcement is made using the method proper for General Meeting convention.

The shareholders or their proxies exercising the above right are obliged to prove their identity and to confirm their authorization to take actions (in compliance with all requirements described in subpar. II, letter d) above), and additionally to prove that they are in the possession of appropriate number of shares as of the date of filing their request, through attachment to the filed request a certificate(s) or depository certificate(s) issued by the entity keeping securities account no which Company’s shares are recorded, confirming that they are Company shareholders and also that they represent at least one twentieth of Company’s shareholders’ equity. In case of exercising the above rights using electronic means of communication, the relevant documents shall be sent in PDF format (or in any other format that prevents from document editing, but enables the Company to read it).

The Company may undertake relevant further actions used to identify a person representing shareholder(s) contacting with the Company in such manner and to revise his/her authorization to exercise such rights. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and

proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of co-operation on the part of the shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent grounds for the Management Board to refuse making a relevant announcement.

Any correspondence concerning the above matters and all draft resolutions shall be made in Polish or – in case of documents in a foreign language – along with sworn translation into Polish language.

The Company reserves a right to reject the requests forwarded by the shareholders using electronic means of communication to other e-mail addresses than the e-mail address specified above or if the shareholders failed to meet the requirements set forth hereinabove.

b) the right to provide draft resolutions concerning matters put on the agenda or matters that are supposed to be added on the agenda before the General Meeting date.

The shareholder or shareholders representing at least one twentieth of the shareholders' equity may file in writing draft resolutions on the matters added to the Meeting Agenda or matters to be added to the Agenda, at Company's registered seat located at ul. 1 Maja 1, Room 13, 39-200 Dębica or using means of electronic communication and send draft resolutions using a contact form published on Company's Web site ([www.debica.com.pl](http://www.debica.com.pl)) to the address: [http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie\\_2010/kontakt](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie_2010/kontakt)). If the notification complies with law and the formal requirements set forth below, the Company publishes forthwith draft resolutions on its corporate Web site.

The Company reserves a right to reject the draft resolutions submitted by the shareholders using electronic means of communication in other manner than using a contact form published on corporate Web site ([www.debica.com.pl](http://www.debica.com.pl)) at the address:

[http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie\\_2010/kontakt](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie_2010/kontakt) or if the requirements set forth in letter a) have not been met.

c) the right to table draft resolutions concerning the items put on the General Meeting Agenda during the course of the General Meeting

Each of the shareholders duly authorized to attend the General Meeting may in the course of the General Meeting table draft resolutions concerning matters put on the General Meeting Agenda.

d) a way of exercising right to vote by a proxy

The shareholders may attend the General Meeting and to exercise his right to vote in person or through his proxy.

The Proxy exercises all Shareholder's rights at the General Meeting, unless the Power of Attorney stipulates otherwise. The Proxy may extend a power of attorneys to other parties, if his Power of Attorney assigns him a right to do that. The Proxy may represent more than one shareholder and vote differently using the right to vote attached to shares of each shareholder. The shareholder holding shares deposited on more than one securities account may appoint separate proxies to exercises rights attached to his shares deposited on each such securities account.

A Management Board member and Company employee may act as proxies at the Company's General Meeting. If at the General Meeting a proxy is a Management Board member, a Supervisory Board member, a liquidator, Company employee or a member of Company bodies or Company employee or an employee of co-operative being a subsidiary of the Company, the power of attorney may authorize such person to represent only at one General Meeting. The Proxy shall reveal to the shareholder any circumstances indicated the existence of or potential occurrence of conflict of interests. An extension of further proxy is excluded. A proxy who is a Management Board member, a Supervisory Board member, a liquidator, Company employee or a member of Company bodies or Company employee or an employee of co-operative being a subsidiary of the Company votes in adherence to the instructions given to him by the shareholder.

A power of attorney to attend the General Meeting and to exercise voting rights attached to shares shall be in writing or sent electronically. The extension of a power of attorney electronically does not require a safe electronic signature verifiable using a valid qualified certificate.

The Company shall be notified about the extension of power of attorney electronically using a contact form published on corporate Web site ([www.debica.com.pl](http://www.debica.com.pl)) at the address:[http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie\\_2010/kontakt](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie_2010/kontakt) by November 29, 2010, 4:00 p.m. Polish time at the latest and attaching the relevant power of attorney document in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it) signed by the shareholder, or in case of shareholders who are not natural persons by the persons authorized to represent such shareholder.

In order to indentify the shareholder extending a power of attorney electronically to the notification about electronic power of attorney the sender shall also attach the following documents in a PDF format (or in any other format that prevents from document editing, but enables the Company to read it):

- if the shareholder extending a power of attorney is a natural person – a scanned identification card, passport or another official document confirming shareholder's identity; or
- if the shareholder extending a power of attorney is not a natural person – a scanned excerpt from a relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder (an excerpt

from register indicating persons authorized to represent the shareholder at the date of issuing power of attorney(s) and contingently an uninterrupted sequence of power of attorneys).

Additionally the shareholder sending a notification about extension of electronic power of attorney shall provide the Company with an e-mail address and phone number that could be used by the Company to communicate with the shareholder and his proxy. The Company may take appropriate steps to identify further the shareholder and his proxy. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of co-operation on the part of the shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent sufficient grounds for the Management Board to allow proxy to attend the General Meeting.

Any correspondence concerning the above matters and all documents shall be made in Polish or – in case of documents in a foreign language – along with a sworn translation into Polish language.

The principal identification principles shall apply respectively to the Company notification about the cancellation of extended power of attorney. Additionally the Company reserves a right to reject any notifications about extension or cancellation of extended power of attorney forwarded by the shareholders using electronic means of communication to other e-mail addresses than the e-mail address specified above or if the shareholders have failed to meet the requirements set forth hereinabove.

The delivery of the above documents by electronic mail does not relieve the proxy from a duty to produce his identification documents upon drawing up a list of attendance for persons authorized to attend the General Meeting.

A specimen form for proxy exercising voting rights attached to shares has been published on the Web site at the following address:<http://www.debica.com.pl> under the tab „Relacje inwestorskie / Walne Zgromadzenie/ materiały z WZA” (*“Investors Relations / General Meeting /General Meeting materials”*). The Proxy is not obliged to vote using the above form. At the same time the Company Management Board advises that if the shareholder has extended a power of attorney with voting instructions attached, the Company will not verify whether proxies exercise voting rights in line with instructions received from shareholders. Additionally the Company does not impose a duty to extend a power of attorney while using electronic means of communication. The Company explains that the shareholder using electronic means of communication bears an exclusive risk of using this form of communication.

Regardless of the above, in order to identify the shareholder, the Management Board reserves the right to demand from each proxy to produce during the process of registration and drawing up of list of attendance:

- if the shareholder (or shareholder extending a power of attorney) is a natural person – a copy confirmed to be identical with original by a notary or another entity authorized to confirm the authenticity of a copy of identification card, passport or another official document confirming shareholder's identity; or
- if the shareholder (or shareholder extending a power of attorney) is not a natural person – an original or copy confirmed to be identical with original by a notary or by another entity authorized to confirm authenticity of a copy of a relevant register or another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting or in case of extending a power of attorney (an valid excerpt from register indicating persons authorized to represent the shareholder at the date of holding General Meeting or a copy of register indicating persons authorized to represent the shareholder at the date of issuing power of attorney(s) and contingently an uninterrupted sequence of power of attorneys).

Additionally in order to identify the proxies arriving to attend the General Meeting, the Management Board reserves the right to demand from each proxy to produce during the process of registration and drawing up of list of attendance:

- if the proxy is a natural person – an identification card, passport or another official document confirming proxy's identity; or
- if the proxy is not a natural person – an original or copy confirmed to be identical with the original by a notary or another entity authorized to confirm the authenticity of a copy of relevant register or another document confirming the power of attorney of the natural person(s) to represent the shareholder at the General Meeting (an excerpt from register indicating persons authorized to represent the shareholder at the date of General Meeting and contingently an uninterrupted sequence of power of attorneys).

Documents in foreign languages shall be translated into Polish language by a certified translator.

e) no option to participate and present one's position during the General Meeting using means of electronic communication and no option to exercise one's voting rights through correspondence or using means of electronic communication. The Company Statutes does not provide for an option of participation, expressing one's opinion during the General Meeting, nor to vote using means of electronic communication. The Rules of the General Meeting of Shareholders do not provide for an option of casting votes via correspondence. In relation to the above, the Company does not envisage the usage of forms at the Ordinary General Meeting that would allow to exercise one's voting rights via correspondence.

III. Record Day (pursuant to Art. 4022, subpar. 3 of the Commercial Companies' Code)

The record day for the attendance at the General Meeting shall be 14 November 2010.

IV. The right to attend the General Meeting (pursuant to Art. 4022, subpar. 4 of

the Commercial Companies' Code)

The right to attend the General Meeting is enjoyed only and exclusively by the following persons:

- a) who are Company shareholders sixteen days prior to the General Meeting date (i.e. 14 November 2010), and
- b) who no earlier than 13 July 2010 and not later than 15 Nove 2010 have filed a request to issue a personal certificate about a right to attend the General Meeting with the entity keeping securities account where Company shares are recorded.

The Company will establish a list of attendance with the shareholders entitled to attend the General Meeting on the grounds of a list provided by the National Depository for Securities S.A. in Warsaw.

On 25,26 and 29 November 2010, between 8:00 a.m. and 4:00 p.m. at the Company's registered office a list of shareholders entitled to attend the General Meeting will be made available for inspection. Any shareholder may request the List of Shareholders to be sent to him free-of-charge electronically, providing earlier his e-mail address. Such request may be filed electronically using a contact form, which is published on the corporate Web site ([www.debica.com.pl](http://www.debica.com.pl)) at the address:[http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie\\_2010/kontakt](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie_2010/kontakt) The shareholders or their proxies filing such request are obliged to facilitate their identification and to confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereinabove).

V. Providing access to documentation (pursuant to Art. 4022, subpar. 5 of the Commercial Companies' Code)

Persons authorized to attend the General Meetings may get access to full documentation that will be presented at the General Meeting including draft resolutions at the Company's registered office at ul.1 Maja 1, Room 13, 39-200 Dębica or at corporate Web site:<http://www.debica.com.pl> under the tab „Relacje inwestorskie / Walne Zgromadzenie/ materiały z WZA” (*“Investors Relations / General Meeting /General Meeting materials”*).

VI. Corporate Web site (pursuant to Art. 4022, subpar. 6 of the Commercial Companies' Code)

The Company will provide access to any information about the General Meeting at its corporate Web site at <http://www.debica.com.pl>, under the tab „Relacje inwestorskie / Walne Zgromadzenie/materiały z WZA” (*“Investors Relations / General Meeting /General Meeting materials”*) .

In case of doubts or queries about the attendance of the General Meeting please contact with the Company using a contact form published on corporate Web site ([www.debica.com.pl](http://www.debica.com.pl)) at the address:[http://www.debica.com.pl/relacje\\_inwestorskie/walne\\_zgromadzenie\\_20](http://www.debica.com.pl/relacje_inwestorskie/walne_zgromadzenie_20)

10/kontakt. The shareholders or their proxies getting in touch with the Company shall facilitate their identification and to confirm their authorization to act (in compliance with all requirements set forth in item II, letter d) hereinabove).

The Company may undertake relevant further actions used to identify a person representing shareholder(s) contacting with the Company in such manner and to revise his/her authorization to exercise such rights. The revision may involve, in particular, a return question on the phone or electronically to the shareholder and proxy in order to confirm the fact of extending power of attorney. The Company makes a reservation that no taking stance and lack of co-operation on the part of shareholder or his proxy during the revision process will be treated as no opportunity to make a revision and will represent grounds for the Management Board to refuse making a relevant announcement.

The Company reserves a right to reject any attempts of contact made by the shareholders using electronic means of communication at other e-mail addresses than the e-mail address specified above or if the shareholders have failed to meet the requirements set forth hereinabove.

At the same time the Company's Management Board advises that any matters not covered by this announcement are subject to the provisions of the Commercial Companies' Code, Company's Statutes and Rules of General Meeting of Shareholders and therefore requests the Company shareholders to get familiar with these regulations.

Pursuant to Art. 4022, subpar. 2 of the Commercial Companies' Code the Company's Management Board advises that the Company's shareholders' equity divides into 13.802.750 (in words: thirteen million eight hundred two thousand seven hundred fifty) shares with a par value of PLN 8.00 (in words: eight) each. All Company shares are bearer shares and are not convertible into registered shares. Each share entitles to one vote at the General Meeting.

#### VII. House-keeping matters

The persons entitled to attend the General Meeting will be able to register themselves and receive their ballot cards on the day of holding the General Meeting from 8.00 a.m. to 9 a.m.

#### VIII. Draft Resolutions for the Ordinary General Meeting of Shareholders

The Company's Management Board makes public the content of draft resolutions that will be discussed during the proceedings of the Ordinary General Meeting of Shareholders.

Resolution No. 1

OF THE ORDINARY GENERAL MEETING

OF SHAREHOLDERS [OF TIRE COMPANY DEBICA S.A.](#)

of November 30 2010

The Extraordinary Shareholders Meeting elects Mr. \_\_\_\_ for the Chairman of the Meeting

Resolution No. 2  
OF THE ORDINARY GENERAL MEETING  
OF SHAREHOLDERS [OF TIRE COMPANY DEBICA S.A.](#)  
of November 30 2010

The Extraordinary Shareholders Meeting elects Mr. \_\_\_\_ for the Secretary of the Meeting

Resolution No. 3  
OF THE ORDINARY GENERAL MEETING  
OF SHAREHOLDERS [OF TIRE COMPANY DEBICA S.A.](#)  
of November 30 2010

The Extraordinary Shareholders Meeting hereby changes the Statute as follows:

§ 22 item 1 – The Shareholders Meeting shall be entitled to pass resolution regardless of numbers of shares represented at the meeting

§ 17 item 2 – point 6a shall be added:

legal actions concluded by TC Debica with a dominant company of TC Debica and/or between TC Debica and other companies, dependent on TC Debica's dominant company, of value greater than 50 000 USD – for a single action, or 100 000 USD - in the case of interconnected actions executed within consecutive 12 months shall require a consent of the Supervisory Board

The Extraordinary Shareholders meeting authorizes the Supervisory Board to draw up unified text of the Statute.

Resolution No. 4  
OF THE ORDINARY GENERAL MEETING  
OF SHAREHOLDERS [OF TIRE COMPANY DEBICA S.A.](#)  
of November 30 2010

The Extraordinary Shareholders Meeting, pursuant to article 400 § 4 of the PCCC hereby imposes costs of convening and holding the Meeting on shareholders who requested convening the meeting.