

**Resolution No 10/XXII/2016  
of the T.C. Dębica S.A. Supervisory Board  
of May 13, 2016**

**Re: Examination of the Company's financial reports as of 2015 and submitting a report  
on the examination results to the General Shareholders' Meeting**

§ 1

Under Article 382, Paragraph 3 of the Polish Commercial Companies Code, the Supervisory Board of T.C. Dębica S.A. (the Company) has examined the following documents approved by the Company's Management Board on April 26, 2016 and audited by the Company's auditors:

1. Balance Sheet as of December 31, 2015;
2. Income and Loss Account;
3. Cash Flow Report;
4. Additional Information;
5. The Management Board's Report on the Company's Activities in 2015.

The Supervisory Board hereby states that the aforementioned documents are compliant with the books and records of the Company and true to the actual state of the Company in the financial year 2015.

§ 2

Under article 382, Paragraph 3 of the Polish Commercial Companies Code, The Company's Supervisory Board has resolved to submit to the Company's General Shareholders' Meeting a report on the results of its examination of the documents specified in Paragraph 1 of this resolution.

Results of voting: 6 in favor    0 against    0 abstaining

Chairman of the Supervisory Board T.C. Debica S.A. :

Jacek Pryczek



**Resolution No 11/XXII/2016  
of the T.C. Debica S.A. Supervisory Board  
of May 13, 2016  
Re: Assessment of the Management Board's motion  
concerning distribution of the 2015 profits.**

**§ 1**

Under article 382, Paragraph 3 of the Polish Commercial Companies Code, the Supervisory Board of T.C. Dębica S.A. (the Company) has assessed the Management Board's motions concerning distribution of the 2015 profits and dividend payment - as adopted by the Company's Management Board on May 6, 2016.

The Company's Supervisory Board hereby recommends that Shareholders of the Company's Ordinary General Shareholders' Meeting adopt those motions

**§ 2**

Under article 382, Paragraph 3 of the Polish Commercial Companies Code, The Company's Supervisory Board has resolved to submit to the General Shareholders' Meeting a report on the results of its assessment of the Management Board's motions — as specified in Paragraph 1 above.

Results of voting : ...6... in favor    ...0... against    ...0... abstaining

Chairman of the Supervisory Board T.C. Debica S.A. :

Jacek Pryczek

  
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**Resolution No 12/XXII/2016**  
**of the T.C. Debica S.A. Supervisory Board**  
**of May 13, 2016**  
**concerning : Report of the Supervisory Board on its operations**  
**in the turnover year 2015**

The Supervisory Board of T.C. Debica S.A. ("the Company") accepts the following report of the Supervisory Board concerning its operation as the Supervisory Board in the turnover year 2015:

**REPORT OF THE SUPERVISORY BOARD OF T.C. DĘBICA S.A.**  
**on its operation in the period from 1st January 2015 to 31st December 2015**

The period from 1st January 2015 to the General Shareholders Meeting, i.e. June 12th 2015, constituted the XXI term of office of the Supervisory Board, which in that period acted in the following composition:

Mr. Jacek Pryczek – Chairman,  
Mr. Dominikus Golsong – Deputy Chairman,  
Mr. Maciej Mataczyński – Secretary,  
Ms. Renata Kowalska-Andres – Member,  
Mr. Karl Brocklehurst – Member,  
Mr. Łukasz Rędziniak – Member,  
Mr. Janusz Raś – Member\*.

\*Pursuant to § 14 pos. 2 of the Company's Statute one representative of the Company's employees is elected to be a Supervisory Board member. **Mr. Janusz Raś** was elected for the Supervisory Board member of the XXI term of office, in accordance with the Company's Statute and The Employees Election Regulations

Based on the ruling of § 14 in connection with § 10 pos. 2 of Company's Statute, on the date of 12th June 2015 the XXI term of office of the Supervisory Board has elapsed and the Ordinary General Shareholders Meeting passed a resolution for the Supervisory Board to constitute of 7 members in the XXII term of office and appointed members of Supervisory Board for that term of office of the following composition:

Mr. Jacek Pryczek – Member,  
Ms. Renata Kowalska-Andres – Member,  
Mr. Karl Brocklehurst – Member,

Mr. Dominikus Golsong – Member,  
Mr. Maciej Mataczyński – Member,  
Mr. Łukasz Rędziniak – Member,  
Mr. Piotr Wójcik – Member\*\*.

\*\* Pursuant to § 14 pos. 2 of the Company's Statute one representative of the Company's employees is elected to be a Supervisory Board member. Mr. Piotr Wójcik was elected for the Supervisory Board member of the XXII term of office, in accordance with the Company's Statute and The Employees Election Regulations.

On June 12, 2015 the Supervisory Board was constituted and elected the Chairman, the Deputy Chairman and the Secretary of the Supervisory Board. The following members assumed these functions:

Mr. Jacek Pryczek – Chairman,  
Mr. Dominikus Golsong – Deputy Chairman,  
Mr. Maciej Mataczyński – Secretary.

In line with the Best Practice for Listed Companies 2016 the following members of the Supervisory Board fulfill the independence criteria: Mr. Maciej Mataczyński, Mr. Łukasz Rędziniak. They submitted the appropriate declarations confirming their independence.

During turnover year 2015 eight meetings of the Supervisory Board were held (on the dates of: 6th February, 12th May, 12th June, 4th August, 8th October, 22nd October, 8th December, 22nd December), in result of which 13 resolutions in total were passed.

The average attendance of members at the Supervisory Board meetings in 2015 was 90 %.

Supervision over the Company's operations was executed by analysis of presented financial reports and other materials, as well as by verbal explanations by the Management Board members and employees according to Article 382 §1 in connection with § 4 of Polish Commercial Companies Code.

Supervisory Board supervised the activities of the Company and analyzed the economic and financial results on a current basis.

In November 2009 the Supervisory Board established a permanent Audit Committee. In 2015 the a permanent Audit Committee consisted of the following members:

Pan Karl Brocklehurst,  
Pan Maciej Mataczyński  
oraz Pan Dominikus Golsong

In the course of the turnover year 2015 the Supervisory Board issued a positive opinion on verified financial result of the Company for 2014: balance sheet, profit and loss account, cash flow report, additional information, Management report for operation in 2014. Supervisory Board issued a positive opinion on the proposal of management concerning the distribution of balance profit for 2014 and the dividend payment.

Based on the evaluation and degree of execution of the Business Plan for 2015, the Supervisory Board assessed the work of Company Management and its individual members. Considering the macroeconomic environment the Supervisory Board made a positive assessment of Company operation for the whole year 2015.

We, as the Supervisory Board, are of the opinion, that our actions in the reported period effectively stimulated the Company's development and contributed to the results obtained by Company in year 2015.

Acting on the basis of the Polish Commercial Company Code, Company's Bylaws and Rules in the composition and period as above, the Supervisory Board T.C. Dębica S.A. fulfilled all obligations contained in the stipulations of the above acts.

Results of voting: 6.. in favor    ...0.. against    ...0.. abstaining

Chairman of the Supervisory Board T.C. Debica S.A. :

Jacek Pryczek



**Resolution No. 13/XXII/2016  
of the Supervisory Board of T.C. Dębica S.A.  
dated May 13, 2016**

**concerning : Assessment of the situation of Tyre Company Dębica S.A**

**The Supervisory Board presents the General Shareholders Meeting with assessment of situation of the company Tyre Company Dębica S.A. thus executing the ruling II. Z.10 of Best Practice for Listed Companies 2016.**

Tyre Company Dębica S.A. in year 2015 achieved net profit in the amount of 78 913 354,85 PLN against net profit in 2014 being 86 946 262,36 PLN.

This performance is a result of Company's employees effort in activities in the market place, in the factory and its other operations as well as benefit from the good cooperation with the Goodyear Corporation, in view of current economic situation and increase of market potential in 2015.

In 2015 Company has continued utilizing the income tax relief due for completing its investment projects in the Special Economic Zone.

Sales value achieved 1 765,6 million PLN and it is 72,2 million lower in comparison to the previous period, due to a decrease of sold Debica consumer tires on domestic market . Export sales based on sales to related entities constituted 92,4 % of total sales.

Considering the macroeconomic environment the Supervisory Board passes a positive assessment of the Company's situation. Company's financial risks were monitored and managed, internal control and compliance were functioning effectively, and Company has retained financial liquidity and stability.

The company obtained positive result of cash flows from operating activities. The Company is a significant exporter of Polish products on markets worldwide, and is one of the largest production plants in Goodyear Corporation. Thanks to continuous modernization of the plant the Company offers interesting and modern products among tires producers in Poland.

In line with the Best Practice for Listed Companies 2016, the Supervisory Board passes a positive assessment of charity activities of the Company.

In line with the Best Practice for Listed Companies 2016, the Supervisory Board passes a positive assessment of the Company's compliance with the disclosure obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities.

The Supervisory Board evaluates that the Company undertakes necessary steps in order to support stability and economical development in the current circumstances. The Company possesses potential and position to assure further increase of competitive advantage in the coming years.

Results of voting : ..6... "in favor"    ...0... "against"    ..0... "abstaining"

Chairman of the Supervisory Board T.C. Debica S.A. :

Jacek Pryczek

