

**Resolution No. 10/XXI/2015**  
**of the T.C. Dębica S.A. Supervisory Board**  
**dated May 12, 2015**

**Re: Examination of the Company's financial reports as of 2014 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 28, 2015 and audited by the Company's auditors:

1. Balance Sheet as of December 31, 2014;
2. Income and Loss Account for the year 2014, from January 1 to December 31;
3. Cash Flow Report for the year 2014, from January 1 to December 31;
4. Comparison of changes in equity for the year 2014, from January 1, to December 31;
5. Additional Information and explanations;
6. The Management Board's Report on the Company's Activities in 2014.


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 2014.

**§ 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 as specified in Paragraph 1 of this resolution.

Results of voting :

7 in favor      0 against      0 abstaining

  
\_\_\_\_\_  
**Jacek Pryczek**  
Chairman of the Supervisory Board  
T.C. Debica S.A.

**Resolution No. 11/XXI/2015  
of the T.C. Dębica S.A. Supervisory Board  
dated May 12, 2015**

**Re: Assessment of the Management Board's motions concerning distribution  
of the 2014 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 2014 profits and dividend payment - as adopted by the Company's Management Board on May 11, 2015.


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

7 "in favor"      0 "against"      0 "abstaining"

  
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Jacek Pryczek  
Chairman of the Supervisory Board  
T.C. Dębica S.A.

**Resolution No. 12/XXI/2015**  
**of the T.C. Dębica S.A. Supervisory Board**  
**dated May 12, 2015**

**Re: Report of the Supervisory Board on its operations in the turnover year 2014.**

The Supervisory Board of T.C. Dębica S.A. ("the Company") accepts the following report of the Supervisory Board concerning its operation as the Supervisory Board in the turnover year 2014:

**REPORT OF THE SUPERVISORY BOARD OF T.C. DĘBICA S.A.**

**on its operation in the period from 1<sup>st</sup> January 2014 to 31<sup>st</sup> December 2014**

The period from 1<sup>st</sup> January 2014 to the General Shareholders Meeting, i.e. June 4<sup>th</sup> 2014, constituted the XX term of office of the Supervisory Board, which in that period acted in the following composition:

Mr. Philippe Degeer	-	Chairman
Mr. Karl Brocklehurst	-	Deputy Chairman
Mr. Maciej Mataczyński	-	Secretary
Ms. Renata Kowalska-Andres	-	Member
Mr. Dominikus Golsong	-	Member
Mr. Łukasz Rędziniak	-	Member
Mr. Janusz Raś *	-	Member

Based on the ruling of § 14 in connection with § 10 pos. 2 of Company's Statute, on the date of 4<sup>th</sup> June 2014 the XX 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 XXI term of office and appointed members of Supervisory Board for that term of office of the following composition:

Mr. Jacek Pryczek

Ms. Renata Kowalska - Andres

Mr. Karl Brocklehurst

Mr. Dominikus Golsong

Mr. Maciej Mataczyński

Mr. Łukasz Rędziniak

Mr. Janusz Raś \*

On June 4<sup>th</sup>, 2014 the Supervisory Board of the XXI term of office 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

During turnover year 2014 four meetings of the Supervisory Board were held (on the dates of: 26<sup>th</sup> March, 4<sup>th</sup> June (2 meetings) and 29<sup>th</sup> September, one voting via telephone (on May 7<sup>th</sup>) and two in writing (March 14<sup>th</sup> and November 4<sup>th</sup>).

The average attendance of members at the Supervisory Board meetings in 2014 was 100 %.

Supervision over the Company 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 2014 a permanent Audit Committee consisted of the following members:

Mr. Karl Brocklehurst

Mr. Dominikus Golsong

Mr. Maciej Mataczyński

In the course of the turnover year 2014 the Supervisory Board issued a positive opinion on verified financial result of the Company for 2013: balance sheet, profit and loss account, cash flow report, additional information Management report for operation in 2013. Supervisory Board issued a positive opinion on the proposal of management concerning the distribution of balance profit for 2013 and recommended the dividend payment for 2013.

Based on the evaluation and degree of execution of the Business Plan for 2014, the Supervisory Board assessed the work of Company's Management Board and its individual members.

Considering the macroeconomic environment the Supervisory Board made a positive assessment of Company operation for the whole year 2014.

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.

*\* 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 XX and XXI terms of office, in accordance with the Company's Statute and The Employees Election Regulations.*

Results of voting :

7 in favor    0 against    0 abstaining

A handwritten signature in black ink, appearing to be "J. Pryczek", written over a horizontal line.

Jacek Pryczek  
Chairman of the Supervisory Board  
T.C. Dębica S.A.

**Resolution No. 13/XXI/2015  
of the T.C. Dębica S.A. Supervisory Board  
dated May 12, 2015**

**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 III item 1 clause 1 of Good Practices in Public Companies listed at the WSE Code.**

Tyre Company Dębica S.A. in year 2014 achieved net profit in the amount of over 86,9 million PLN against net profit in 2013 being 115,5 million PLN.

This performance is a result of TC Dębica SA' associates drive in the market place, the factory, its other operations as well as benefit from the good cooperation with the Goodyear Corporation in the context of a current economic situation and decrease of market potential in the second half of 2014.

In 2014 the Company continued utilizing the income tax relief due for completing its investment projects in the Special Economic Zone.

Sales value totaled PLN 1 837 million and were down by 7,5 per cent versus results achieved for 2013.

Export sales based on sales to related entities, constituted 88,7 % of total sales.

Considering the macroeconomic environment the Supervisory Board passes a positive assessment of the Company's situation. Financial risks were monitored and managed,

internal control system was functioning effectively and the Company maintained liquidity and financial stability.

The Company has maintained a safe debt level and generated a positive cash flows.

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 maintaining permanently a position of a leader among tire producers in Poland.

The Supervisory Board evaluates that the Company has undertaken 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 :

7 "in favor" 0 "against" 0 "abstaining"

A handwritten signature in black ink, appearing to be "Jacek Pryczek", written above a horizontal line.

Jacek Pryczek  
Chairman of the Supervisory Board  
T.C. Dębica S.A.