

**PROPOSED RESOLUTIONS OF THE ORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF SANOK RUBBER COMPANY SPÓŁKA AKCYJNA**

summoned to be held on June 14, 2019.

**Resolution no. 1**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to electing the President of the Ordinary General Meeting of Shareholders

The Ordinary General Meeting of Shareholders hereby elects the President of the Ordinary General Meeting of Shareholders in the person of .....

**Resolution no. 2**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby elects the Returning Committee composed of: .....

**Resolution no. 3**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the approval of the financial report of the Company for the year 2018 as well as to the Board report on the activities of the Company in the year 2018.

Based on the article 395 §2 point 1) of the Commercial Companies' Code and based on § 19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting, after having examined the financial report Sanok Rubber Company Spółka Akcyjna for the year 2018, submitted by the Board and verified by an expert accountant, including the financial situation report (balance-sheet), profit and loss statement, statement of comprehensive income, cash flow report, statement on changes in the share capital, additional information and explanations as well as report of the Board on the activities of the Company in 2018, and after having examined the report of the Supervisory Board on the results of verification of these documents, decides:

1. to approve the profit and loss statement for the period from January 1, 2018 to December 31, 2018 showing net profit in the amount of 71 083 457,40 zlotys,
2. to approve the statement of comprehensive income for the period from January 1, 2018 to December 31, 2018 showing a total income in the amount of 70 926 719,43 zlotys,
3. to approve the financial situation report (balance-sheet) made as of December 31, 2018 showing the sum of 843 993 333,61 zlotys on both the side of assets and liabilities,
4. to approve the cash flow statement for the period from January 1, 2018 to December 31, 2018 showing an decrease in the amount of cash 63 591 519,21 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 490 692 635,00 zlotys as of December 31, 2018,
6. to approve the additional information and explanations,

7. to approve the report of the Board on the activities of the Sanok Rubber Company Spółka Akcyjna in the year 2018.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2018 together with the report of the Board on the activities of the Company in the year 2018 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register.

§ 3

The resolution shall come into effect on the date of its adoption.

**Resolution no. 4**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the approval of the consolidated financial report of the capital group Sanok Rubber Company for the year 2018 and of the report on the activities of the capital group in the year 2018.

Based on the article 63c section 4 of the Act of parliament dated September 29, 1994 with regard to the accountancy (Journal of Laws of 2016, Item 1047 as amended), the following is hereby adopted:

§ 1

The General Meeting, after having examined the consolidated financial report of the capital group Sanok Rubber Company, submitted by the Board and verified by an expert accountant, including the financial situation report (balance-sheet), profit and loss statement, consolidated statement of comprehensive income, cash flow report, statement on changes in the share capital, additional information and explanations as well as report of the Board of the dominant entity on the activities of the Capital Group in 2018, the group consisting of Sanok Rubber Company Spółka Akcyjna acting as the dominant entity and the following subsidiaries covered in the consolidated report:

- a) STOMIL SANOK DYSTRYBUCJA Limited Liability Company seated in Bogucin near Poznań,
- b) STOMET Limited Liability Company seated in Sanok,
- c) STOMIL Sanatorium & Tourism Limited Liability Company seated in Rymanów-Zdrój,
- d) Commercial and Service Enterprise STOMIL EAST Limited Liability Company seated in Sanok,
- e) Stomil Sanok Wiatka Joint Stock Company seated in Kirov (Russia),
- f) Stomil Sanok RUS Limited Liability Company seated in Moscow (Russia),
- g) Stomil Sanok BR Foreign Private Production Unitary Enterprise seated in Brest (Belarus),
- h) Stomil Sanok Ukraine Limited Liability Company seated in Równe (Ukraine),
- i) Sanok (Qingdao) Auto Parts Limited Liability Company seated in Jiaozhou (China),
- j) Rubber & Plastic Systems S.A.S seated in Villers-la-Montagne (France)
- k) Draftex Automotive GmbH seated in Grefrath (Germany)
- l) Qingdao Masters of Rubber and Plastic Co., Ltd seated in Jiaozhou (Chiny)

decides:

1. approve the consolidated profit and loss statement for the period from January 1, 2018 to December 31, 2018 showing net profit in the amount of 64 449 thousand zlotys,
2. to approve the consolidated statement of comprehensive income for the period from January 1, 2018 to December 31, 2018 showing a total income in the amount of 63 264 thousand zlotys

3. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2018 showing the sum of 899 762 thousand zlotys on both the side of assets and liabilities,
4. to approve the consolidated cash flow report for the period from January 1, 2018 to December 31, 2018 showing an decrease in the amount of cash 63 707 thousand zlotys
5. to approve the consolidated statement of changes in the share capital showing it to be on the level of 452 726 thousand zlotys as of December 31, 2018,
6. to approve the additional information and explanations,
7. to approve the report of the Board on the activities of the Capital Group in the year 2017.

## § 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2018 together with the report on the activities of the Capital Group in the year 2018 and accompanied by the expert accountant opinion to the companies' register held at the National Court Register.

## § 3

The resolution shall come into effect on the date of its adoption.

### **Resolution no. 5**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to the President of the Board of the Company on performance of his duties in the year 2017.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

## § 1

The General Meeting grants Mr Piotr Szamburski – the President of the Board of the Company – the vote of acceptance on performance of his duties in the year 2018.

## § 2

The resolution shall come into effect on the date of its adoption.

### **Resolution no. 6**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

## § 1

The General Meeting grants Mr. Piotr Dołęga – the Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2018.

## § 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 7**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Rafał Grzybowski – the Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 8**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Marcin Saramak – the Member of the Board of the Company – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 9**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to the President of the Supervisory Board of the Company on performance of his duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Marek Łęcki – the President of the Supervisory Board – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 10**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the granting of the vote of acceptance to the Vice President of the Supervisory Board of the Company on performance of his duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Jacek Podgórski – the Vice President of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 11**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mrs. Zofia Dzik – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of her duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 12**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Artur Gabor – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 13**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mrs. Marta Rudnicka – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of her duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 14**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Grzegorz Stulgis – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 15**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the granting of the vote of acceptance to a Member of the Supervisory Board of the Company on performance of his or her duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Jan Woźniak – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 16**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to the President of the Supervisory Board of the Company on performance of his duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Jerzy Gabrielczyk – the President of the Board of the Company till 27 July 2018 – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 17**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 14, 2019 with regard to the granting of the vote of acceptance to the President of the Supervisory Board of the Company on performance of his duties in the year 2018.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Karol Żbikowski – the Member of the Board of the Company till 27 July 2018 – the vote of acceptance on performance of his duties in the year 2018.

§ 2

The resolution shall come into effect on the date of its adoption.

**Resolution no. 18**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to the split of the clear profit shown in the financial report Sanok Rubber Company Spółka Akcyjna for the year 2018

Based on the article 395 §2 point 2) of the Commercial Companies' Code as well as §19 section 3 point 2) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting, after having examined the motion of the Board with regard to the split of the clear profit shown in the financial report of Sanok Rubber Company Spółka Akcyjna for the year 2018 and after having examined the report of the Supervisory Board on the results of verification of this motion, decides to split the clear profit for the year 2018 in the amount 71 083 457,40 zlotys in the following way:

1. the amount of 26 881 922,00 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
  - a) the amount of dividend per single share: 1,00 zlotys,
  - b) the date of dividend: July 3, 2019
  - c) the date of payment of dividend: July 10, 2019
2. the amount of 44 201 535,40 zlotys is to be assigned for supplementary capital of the Company.

§ 2

The General Meeting obligates the Board of the Company to immediately submit a copy of this resolution to the companies' register held at the National Court Register.

§ 3

The resolution shall come into effect on the date of its adoption.

**Resolution no. 19**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard to appointment of the Member of the Supervisory Board

Based on §20 section 2 and section 5 of the Company's Articles of Association, the following is hereby adopted:

§1

As of 14 June 2019 the Ordinary General Meeting appoints ..... as Member of the Supervisory Board.

§2

Appointment takes place for a period of common three-year tenure of Members of Supervisory Board appointed by the Ordinary General Meeting of Shareholders on June 27, 2018.

§3

The resolution shall come into effect on the date of its adoption.

*Statement of reasons for draft Resolutions No. 19:*

*Adoption of resolutions concerning the appointment of the members of the Company's Supervisory Board is to supplement the composition of the Supervisory Board in relation to the resignation submitted by a member of the Supervisory Board.*

**Resolution no. 20**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 14, 2019 with regard amendments to the Company's Articles of Association and authorization the Supervisory Board to define a uniform text of the Articles of Association.

Under Art. 430 §§ 1 and 5 of the Polish Commercial Companies Code, it is adopted as follows:

§1

In the Company's Articles of Association is amended as follows:

in §7 sec. 1 p.65) the dot is replaced by a comma and point 66 is added with the following content:

“66) Activities of other transport agencies (PKD 52.29.C)”

§2

The Supervisory Board of the Company is authorized to determine the uniform text of the Articles of Association of the Company, taking into account the changes introduced to the Statute by this resolution of the Ordinary General Meeting of Shareholders.

§3

The Ordinary General Meeting of Shareholders obliges The Board of the Company to immediate notification of changes in the Company Statute, resulting from this resolution into the register of companies of the National Court Register.



§4

The resolution shall come into effect on the date of its adoption however the legal consequences of amendment of the Statute shall arise upon registration of amendments in the National Court Register.

*Statement of reasons for draft Resolution No. 20:*

*The proposed amendments to the Company's Articles of Association is justified to updating the provisions of the Statute specifying the subject of the activity conducted by the Company.*