

**Regulations**

**of the Supervisory Board of Sanok Rubber Company Joint-Stock Company (Spółka Akcyjna) with  
registered office in Sanok**

**Chapter I. General provisions.**

§ 1

The terms used in these Regulations shall mean:

1. Management Board - the Management Board of Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with registered office in Sanok.
2. Company - Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with registered office in Sanok.
3. Articles of Association - the Articles of Association of Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with registered office in Sanok.
4. Regulations - Regulations of the Supervisory Board of Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with registered office in Sanok.
5. Shareholder - a shareholder of the Company.
6. Supervisory Board - the Supervisory Board of the Company.

§ 2

1. The Supervisory Board shall exercise permanent supervision over the Company's activities in all areas of its business, in accordance with the provisions of the Commercial Companies Code, the provisions of the Articles of Association and these Regulations.
2. The Supervisory Board shall conduct the Company's affairs within the scope of its competences and the decisions made by it should primarily take into account the interests of the Company.
3. The activities of the Supervisory Board should comply with the provisions of generally applicable law.
4. Resolutions of the General Meeting authorizing or obliging the Supervisory Board to take specific actions should be implemented in a manner consistent with the purpose of the adopted resolution and take into account the provisions of subpar. 1 to 3 of this paragraph.

§ 3

1. The Supervisory Board shall perform its duties collectively, however it may delegate its members to perform specific supervisory tasks independently, the scope of which shall be determined by the Supervisory Board's resolution on delegating a Supervisory Board's member, and for this purpose appoint temporary committees from among the Supervisory Board members, the scope of which shall be determined by the Supervisory Board's resolution on the appointment of the committee. Members of the Supervisory Board delegated to perform specific supervisory tasks independently shall be required to submit to the Supervisory Board a written report on the tasks performed at the next meeting of the Supervisory Board, after performing any supervisory tasks independently.
2. In order to perform its duties, the Supervisory Board may inspect all documents of the Company, demand reports and explanations from the Management Board and employees, and review the Company's assets.
3. Restrictions on making documents available to members of the Supervisory Board and rooms may result only from the generally applicable law.
4. Members of the Supervisory Board shall perform their duties in person.
5. Decisions of the Supervisory Board shall be made in the form of resolutions.

§ 4

Members of the Supervisory Board shall take part in sessions of the general meeting, at the meeting's place or via means of bilateral electronic communication in real time, as numerous as necessary to enable to comment on the matters being discussed at the general meeting and to provide substantive answers to the questions asked during the general meeting.

§ 5

1. The Supervisory Board shall give its opinions on drafts of resolutions to be put on the agenda of the General Meeting by the Management Board.
2. In addition to the tasks resulting from generally applicable law, once a year the Supervisory Board shall prepare and present to the Ordinary General Meeting for approval an annual report, which includes at least:
  - 1) information on the composition of the Supervisory Board and its committees, indicating which members of the Supervisory Board meet the independence criteria specified in the Act of May 11, 2017 on statutory auditors, auditing companies and public oversight and which of them do not have actual and significant relationships

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with a shareholder holding at least 5% of the total number of votes in the Company,  
as well as information on the composition of the Supervisory Board in the context  
of its diversity,

- 2) summary of the activities of the Supervisory Board and its committees,
- 3) assessment of the Company's situation on a consolidated basis, including the assessment of internal control systems, risk management, compliance and internal audit functions, along with information on the actions taken by the Supervisory Board in order to make this assessment; such an assessment shall cover all significant control mechanisms, in particular those relating to reporting and operating activities,
- 4) assessment of the application by the Company of the corporate governance rules and the manner of fulfilling of the disclosure obligations regarding their application specified in the Stock Exchange Regulations and the regulations on current and periodic reports provided by issuers of securities, with information on the actions taken by the Supervisory Board in order to make such an assessment,
- 5) assessment of the legitimacy of expenses incurred by the Company and its group for supporting culture, sports, charities, media, social organizations, trade unions, etc.,
- 6) information on the degree of implementation of the diversity policy in relation to the Management Board and the Supervisory Board, including the implementation of the objectives of this policy.

§ 6

1. Members of the Supervisory Board should be able to devote the necessary amount of time to perform their duties.
2. A member of the Supervisory Board should avoid professional or non-professional activity that could lead to a conflict of interest or adversely affect his/her reputation as a member of the Supervisory Board of the Company, and in the event of a conflict of interest, he/she should disclose it immediately.
3. A member of the Supervisory Board shall inform the Supervisory Board of any conflict of interest that has arisen or the possibility of its emergence, and shall not be involved in considering any matter in which a conflict of interest may arise in relation to him/her.

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4. A member of the Supervisory Board may not accept any benefits that could affect his/her impartiality and objectivity in making his/her decisions or adversely affect the assessment of the independence of his/her opinions and judgments.
5. If a Supervisory Board member considers that the decision of the Supervisory Board is contrary to the interest of the Company, he/she should request that his/her dissenting opinion on this matter be included in the minutes of the Supervisory Board meeting.

§ 7

1. A member of the Supervisory Board shall provide the other members of the Supervisory Board and the Management Board of the Company with a statement on meeting the independence criteria specified in the Act of May 11, 2017 on statutory auditors, audit companies and public oversight, as well as on actual and significant relationships with a shareholder holding at least 5% of the total number of votes in the Company.
2. The Supervisory Board shall assess whether there are any relationships or circumstances that may affect the meeting of the independence criteria of the given Supervisory Board's member. The assessment of compliance with the independence criteria by members of the Supervisory Board shall be presented by the Supervisory Board in the report on the Supervisory Board's activities, which the Supervisory Board submits to the Ordinary General Meeting.

§ 8

1. The Supervisory Board shall appoint the Audit Committee from among its members within the meaning of the Act of May 11, 2017 on statutory auditors, audit companies and public oversight, composed of three to five members, including the Chairman of the Audit Committee appointed by the Supervisory Board. The Supervisory Board shall establish the Regulations of the Audit Committee.
2. The Supervisory Board shall appoint the Appointment and Remuneration Committee from among its members composed of two to four members, including the Chairman of the Appointment and Remuneration Committee appointed by the Supervisory Board. The Supervisory Board shall establish the Regulations of the Appointment and Remuneration Committee.
3. A member of the audit committee shall be considered to have the knowledge and skills in the field of accounting or auditing of financial statements, in particular if he/she:

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- 1) has the qualifications of a statutory auditor, ACCA certificate (Association of Chartered Certified Accountants), CIMA Certificate (Chartered Institute of Management Accountants) or other specialist national or international qualifications / certificates confirming knowledge in the field of accounting or auditing of financial statements, or
- 2) has sufficient professional experience of at least two years in a position directly related to financial accounting, management accounting or auditing of financial statements.

In other cases, the knowledge and skills of a candidate for a member of the audit committee may be confirmed by his/her:

- 1) education related directly to accounting or auditing of financial statements, confirmed by a university diploma or completed specialized courses, training in accounting or auditing of financial statements, confirmed by diplomas or other documents, and
  - 2) skills in the field of accounting or auditing of financial statements, acquired as part of professional experience.
4. A member of the Audit Committee shall be considered to have knowledge and skills in the industry in which the Company operates, in particular if he/she:
- 1) has sufficient, at least three years, professional experience in a managerial or supervisory position in a company operating in the production of rubber products, confirmed by a certificate of employment or other document, or
  - 2) has an education directly related to the field of chemistry or technology in the field of chemistry, confirmed by a university diploma or completed specialized courses, training in this field, confirmed by diplomas or other documents.

## **Chapter II. Composition of the Supervisory Board.**

### § 9

1. The Supervisory Board shall consists of 5 to 7 members.
2. The term of office of the Supervisory Board shall be three years.
3. Members of the Supervisory Board shall be elected and removed by the General Meeting.

§ 10

1. The Supervisory Board shall consist of: Chairman of the Supervisory Board, Vice-Chairman of the Supervisory Board (Deputy Chairman of the Supervisory Board) and other members.
2. The remuneration of the members of the Supervisory Board shall be determined by General Meeting.
3. The Company will reimburse members of the Supervisory Board for reasonable costs incurred in connection with participation in the activities of the Board.
4. In reasonable cases, the Supervisory Board may, at the expense of the Company, employ experts, translators and other persons with special qualifications, however the relevant agreement in this regard will be signed by the Management Board.

On the terms set out in subpar. 4, the Supervisory Board may appoint a Secretary of the Supervisory Board, whose duties shall include:

- a) preparation of documentation required for convening and holding the meeting of the Supervisory Board,
- b) participating in the meetings of the Supervisory Board,
- c) keeping the minutes of the meetings of the Supervisory Board and presenting the minutes to the members of the Supervisory Board for signature,
- d) running the office of the Supervisory Board.

**Chapter III. Powers of the Supervisory Board.**

§ 11

1. The powers of the Supervisory Board, in addition to other matters reserved in accordance with the law or the Articles of Association, shall include:
  - 1) evaluation of the Management Board's report on the Company's operations and the financial statement for the previous financial year in terms of their compliance with books and documents, as well as with facts;
  - 2) evaluation of motions of the Management Board concerning distribution of profit or coverage of losses;
  - 3) submitting a written report on the outcomes of the evaluations to the General Meeting, referred to in points 1 and 2 above;
  - 4) concluding, terminating and changing contracts with members of the Management Board and establishing the principles of their remuneration and salary;

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- 5) appointing, suspending and dismissing the President of the Management Board, Members of the Management Board or the entire Management Board, as well as making decisions on the termination of such suspension;
- 6) accepting the motions of the Management Board regarding the acquisition and subscription of shares companies, as well as regarding the participation of the Company in other entities - the Supervisory Board may determine the amount, conditions and manner under which the Management Board may perform these above mentioned activities without the obligation to obtain the approval from the Supervisory Board;
- 7) delegating members of the Supervisory Board to temporarily perform the duties of members of the Management Board who have been dismissed, resigned or cannot perform their duties for other reasons;
- 8) making choice of an entity authorized to audit the financial statements, which will be entrusted with auditing the annual financial statements of the Company;
- 9) adoption a consolidated text of the amended Articles of Association;
- 10) expressing consent to purchase or sale of real estate, perpetual usufruct or a share in real estate or in perpetual usufruct;
- 11) expressing consent to prepayment against the expected dividend;
- 12) approving the long-term development plans of the Company and annual financial plans prepared by the Management Board;
- 13) approval of the annual budget and the quarterly budget;
- 14) approving expenditures not provided for in the approved budget and beyond the ordinary management of the Company in the amount exceeding USD 100,000 (one hundred thousand) or its equivalent calculated at the average USD exchange rate announced by the National Bank of Poland on the date of submission of the relevant motion by the Management Board to the Supervisory Board;
- 15) expressing consent to the sale of the Company's assets, the value of which exceeds 10% of the net value of fixed assets, excluding those constituting stocks marketable in the normal course of business;
- 16) expressing consent to contracting loans and long-term credits not provided for in the budget, other than trade credits incurred as part of the ordinary management

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of the Company, as well as granting sureties and guarantees not provided for in the budget, and making non-budgetary encumbrances on assets;

- 17) expressing consent to employ advisers and other external persons in relation to the Company (except for statutory auditors) as consultants, lawyers or agents, if the total annual costs of engaging such persons would exceed USD 50,000 (fifty thousand) or their equivalent calculated at the average exchange rate announced by the National Bank of Poland on the day of submitting the motion to the Supervisory Board by the Management Board;
  - 18) expressing consent to incurring liabilities not provided for in the budget, beyond the ordinary management of the Company, the value of which for one title exceeds USD 100,000 (one hundred thousand) or their equivalent calculated at the average USD exchange rate announced by the National Bank of Poland on the day of submitting the relevant motion by the Management Board to the Supervisory Board;
  - 19) approving of the Regulations of the Management Board;
  - 20) considering and giving opinions on matters put by the Management Board to the agenda of the General Meeting.
2. Employment contracts with members of the Management Board shall be concluded on behalf of the Company by the Chairman or any another representative of the Supervisory Board delegated from among its members. The same shall apply to other actions related to the employment relationship of a member of the Management Board. However, a prior resolution of the Supervisory Board shall be required to conclude and terminate an employment contract, as well as to determine the amount of remuneration for work.
  3. If the transaction of the company with a affiliated entity requires the consent of the Supervisory Board, before adopting a resolution on expressing such a consent, the Supervisory Board shall assess whether there is a need to first consult an external entity that will evaluate the transaction and analyze its economic effects.
  4. If the conclusion of a transaction with an affiliated entity requires the consent of the general meeting, the Supervisory Board shall prepare an opinion on the legitimacy of the conclusion of such a transaction. In such a case, the Supervisory Board shall assess whether there is the need to first consult with an external entity referred to in subpar. 3 above.

**Chapter IV. Meetings and resolutions of the Supervisory Board.**

§ 12

1. The Supervisory Board shall debate and adopt resolutions during the meetings held at the Company's registered office or in Warsaw or at any other place indicated in the notice convening the meeting.
2. In cases and on conditions as set out by general applicable law, the Articles of Association and the Regulations, the Supervisory Board may hold meetings using means of direct remote communication, as well as may adopt resolutions without holding a meeting.

§ 13

1. The Chairman of the Supervisory Board, and in his/her absence, the Vice-Chairman of the Supervisory Board (Deputy Chairman of the Supervisory Board), shall convene the meetings of the Supervisory Board by written invitation sent not later than seven days before the scheduled date of the Supervisory Board's the meeting and shall chair the meeting. A written invitation convening a meeting of the Supervisory Board shall be sent to the members of the Supervisory Board via the e-mail system provided by the Company.
2. The period of time referred to in subpar. 1 above may be shortened by the Chairman of the Supervisory Board in reasonable cases.
3. Documents concerning the matters put on the agenda of the Supervisory Board meeting, in particular, drafts of resolutions, should be sent to members of the Supervisory Board via the electronic document sharing system provided by the Company not later than seven days before the scheduled date of the Supervisory Board's meeting.
4. The period of time limit referred to in subpar. 3 above may be shortened by person(s) convening a meeting of the Supervisory Board in reasonable cases.
5. During the first meeting of the Supervisory Board the resolutions on matters referred to in § 25 subpar. 2 point 5 of the Articles of Association may not be adopted except the resolutions on the appointment of a member or members of the Management Board in case the Management Board of the Company includes fewer members than required under provisions of the Articles of Association. The next meeting of the Supervisory Board may take place not earlier than seven days from the date of the first Supervisory Board's meeting; by that time the Supervisory Board may adopt resolutions pursuant to § 24 subpar. 2 or 4 of the Articles of Association, subject to the limitations specified in those provisions.

§ 14

1. The Supervisory Board shall hold meetings as needed, at least once a quarter.
2. The Management Board or two members of the Supervisory Board may request that a Supervisory Board's meeting be convened, specifying the proposed agenda. The Chairman of the Supervisory Board, and in his/her absence, the Vice-Chairman of the Supervisory Board (Deputy Chairman of the Supervisory Board), shall convene the meeting for a date not later than two weeks from the date of receipt of the request. If the Chairman of the Supervisory Board does not convene the meeting of the Supervisory Board in accordance with the provisions of this subparagraph, the applicant may convene it independently, specifying the date, place and agenda proposed. The agenda of the Supervisory Board's meeting shall cover the matters proposed in the request of convening the meeting. The meeting shall be chaired by a member of the Supervisory Board indicated by the members of the Supervisory Board who exercised the right to convene a Supervisory Board's meeting and in the case of convening a Supervisory Board's meeting by the Management Board - a member of the Supervisory Board indicated by the Management Board.

§ 15

1. Subject to the provisions of subpar. 2, 4 and 5 below, the resolutions of the Supervisory Board shall be valid, if all members of the Supervisory Board have been invited in writing and at least half of the total number of members of the Supervisory Board have been present at the meeting, including the Chairman or Deputy Chairman of the Supervisory Board (Deputy Chairman of the Supervisory Board).
2. Resolutions of the Supervisory Board may be adopted by using means of direct remote communication, provided that all members of the Supervisory Board have been notified of the contents of the draft resolution.
3. Resolutions of the Supervisory Board adopted in the manner referred to in subpar. 2 shall be presented at the next meeting of the Supervisory Board along with the result of voting.
4. A resolution of the Supervisory Board may be adopted in writing if all members of the Supervisory Board have been notified of the contents of the draft resolution. The vote shall be cast by signing the resolution document appropriately - in the case of voting in favour of the resolution ("aye") or by submitting a declaration on the resolution document on voting against the resolution ("nay") or a declaration of abstention.

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5. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting their vote in writing via another member of the Supervisory Board. Voting in writing may not apply to matters put to the agenda during the meeting of the Supervisory Board.
6. In the written voting referred to in subpar. 4, resolutions may be adopted by the Supervisory Board in electronic form using the means of remote communication, provided that a secure electronic signature is used, verified with a valid qualified certificate. In such a case, the requirements specified in subpar. 4 shall apply.
7. Meetings of the Supervisory Board may be held by using means of direct remote communication, and the resolutions adopted in this mode shall be valid if all members of the Supervisory Board have been notified on the contents of draft of resolutions. The Supervisory Board shall define in the form of regulations detailed rules of holding and participating in meetings of the Supervisory Board by using means of direct remote communication.
8. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes. In the event of a tie vote, the Chairman of the Supervisory Board shall have the casting vote.
9. Resolutions of the Supervisory Board shall be adopted in open voting, except for resolutions on matters referred to in § 25 subpar. 2 points 5 and 7 of the Articles of Association, for which a secret ballot shall be required.

§ 16

1. Members of the Management Board of the Company shall be invited to meetings of the Supervisory Board, subject to subpar. 2.
2. Meetings of the Supervisory Board in matters relating directly to the Management Board or its members, in particular dismissal, liability and determination of remuneration, shall be held without the participation of the Management Board's members.

§ 17

1. Meetings of the Supervisory Board shall be opened by the Chairman of the Supervisory Board, who chairs the meetings. In the absence of the Chairman, these acts shall be performed by the Vice-Chairman of the Supervisory Board (Deputy Chairman of the Supervisory Board) or another member of the Supervisory Board.
2. The meeting of the Supervisory Board shall begin with checking the attendance list and checking the correctness of convening of the meeting. Members of the Supervisory Board

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who question the correctness of the convening of the meeting should submit reasonable reservations, which shall be disclosed in the minutes of the meeting.

3. In the event of reservations referred to in subpar. 2, the Chairman of the meeting shall order a discussion and then a voting on the merits of the reservations raised. If, as a result of the adopted resolution, it is found that the meeting has been convened in an incorrect manner, no further steps shall be taken and the Chairman shall close the meeting. Before closing the meeting, the Supervisory Board shall adopt a resolution on establishing the next possible date of the meeting as soon as possible.

§ 18

1. After confirming that the meeting has been properly convened, the Chairman of the meeting shall present the agenda to the Supervisory Board's members. The agenda may be changed only if all members of the Supervisory Board are present and requires the adoption of resolutions in this regard by the Supervisory Board.
2. After reading the agenda or adopting the resolution referred to in subpar. 1, no objections as to the correctness of convening of the meeting by persons participating shall be acceptable.
3. After reading and accepting the agenda, the Chairman of the meeting shall order the execution of individual items of the agenda.

§ 19

1. The minutes of the Supervisory Board meeting should include: the place of the meeting, date, the persons participating in the meeting, the agenda, the resolutions adopted, the number of votes cast in favour and against individual resolutions, as well as a possible dissenting opinion at the request of a Supervisory Board's member.
2. The minutes of the meeting shall be signed by all members of the Supervisory Board present at the meeting. Copies of invitations of all members of the Supervisory Board shall be attached to the minutes, also in the form of printouts of e-mail receipts.
3. No member of the Supervisory Board may refuse to sign the minutes, even if he / she voted against the resolution and regardless of whether he/she demanded that his dissenting opinion be marked in it. If any of the Supervisory Board members refuses to sign the minutes, the Chairman of the Supervisory Board shall mark it in the minutes.

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4. The draft minutes of the Supervisory Board's meeting shall be sent to the members of the Supervisory Board immediately, but not later than within 14 days from the date of the meeting.

§ 20

1. Documentation related to the meetings of the Supervisory Board shall be kept in the Supervisory Board's office.
2. At the each meeting of the Supervisory Board at the latest, the members present at the previous meeting shall sign the minutes of the previous meeting in person or with an electronic signature.
3. Members of the Supervisory Board may also submit requests for a copy of the minutes to be sent to them after it has been drawn up.
4. Materials prepared by the Management Board and members of the Supervisory Board shall constitute an attachment to the minutes.

§ 21

1. Reservations regarding the contents of the minutes may be submitted by members of the Supervisory Board during the next meeting.
2. In case the objections regarding the contents of the minutes have been submitted, the person taking the minutes shall be called to attend the meeting of the Supervisory Board, unless he/she is present at the meeting.
3. Changing the minutes of the meeting requires a resolution of the Supervisory Board indicating the scope of changes introduced to the minutes. Adoption of a resolution in this mode does not constitute a change to the agenda of the Supervisory Board's meeting.

**Chapter V. Final provisions.**

§ 22

1. In matters not regulated in these Regulations, the provisions of generally applicable law, the provisions of the Articles of Association and resolutions of the General Meeting shall apply.
2. The list of e-mail addresses of Supervisory Board members shall constitute the appendix to the Regulations. A member of the Supervisory Board shall be obliged to notify the Chairman of the Supervisory Board of a change in his/her e-mail address. Changing the

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e-mail addresses of Supervisory Board members does not require changing the Regulations.

3. The Regulations were adopted pursuant to a resolution of the Supervisory Board of September 22, 2021.
4. The Regulations shall come into force on the day of their adoption.
5. As of the date of entry into force of these Regulations, the Regulations of the Supervisory Board adopted on May 19, 2016, as amended, shall cease to apply.