

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

summoned to be held on June 28, 2021.

Resolution no. 1

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2021 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 28, 2021 with regard to the approval of the financial report of the Company for the year 2020 as well as to the Board report on the activities of the Company in the year 2020.

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 2020, 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 2020, 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, 2020 to December 31, 2020 showing net profit in the amount of 43 297 310,43 zlotys,
2. to approve the statement of comprehensive income for the period from January 1, 2020 to December 31, 2020 showing a total income in the amount of 42 482 843,96 zlotys,
3. to approve the financial situation report (balance-sheet) made as of December 31, 2020 showing the sum of 933 177 379,53 zlotys on both the side of assets and liabilities,
4. to approve the cash flow statement for the period from January 1, 2020 to December 31, 2020 showing an increase in the amount of cash 30 905 366,70 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 533 966 336,78 zlotys as of December 31, 2020,
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 2020.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2020 together with the report of the Board on the activities of the Company in the year 2020 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. 3

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2021 with regard to the approval of the consolidated financial report of the capital group Sanok Rubber Company for the year 2020 and of the report on the activities of the capital group in the year 2020.

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 2020, Item 351 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 2020, the group consisting of Sanok Rubber Company Spółka Akcyjna acting as the dominant entity and the following subsidiaries covered in the consolidated report:

- a) STOMET Limited Liability Company seated in Sanok,
- b) STOMIL SANOK DYSTRYBUCJA Limited Liability Company seated in Bogucin near Poznań,
- c) Świerkowy Zdrój Medical SPA Limited Liability Company seated in Rymanów-Zdrój,
- d) Commercial and Service Enterprise STOMIL EAST Limited Liability Company seated in Sanok,
- e) Colmant Cuvelier RPS S.A.S seated in Villers-la-Montagne (France)
- f) Draftex Automotive GmbH seated in Grefrath (Germany)
- g) Qingdao Masters of Rubber and Plastic Co., Ltd seated in Jiaozhou (Chiny)
- h) Sanok (Qingdao) Auto Parts Limited Liability Company seated in Jiaozhou (China)
- i) SMX Rubber Company SA de CV z siedzibą w San Lusi Potosi (Meksyk)
- j) Stomil Sanok Wiatka Joint Stock Company seated in Kirov (Russia),
- k) Stomil Sanok RUS Limited Liability Company seated in Moscow (Russia),
- l) Stomil Sanok Ukraine Limited Liability Company seated in Równe (Ukraine)
- m) Stomil Sanok BR Foreign Private Production Unitary Enterprise seated in Brest (Belarus),
decides:

1. approve the consolidated profit and loss statement for the period from January 1, 2020 to December 31, 2020 showing net profit in the amount of 36 519 thousand zlotys,
2. to approve the consolidated statement of comprehensive income for the period from January 1, 2020 to December 31, 2020 showing a total income in the amount of 27 712 thousand zlotys
3. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2020 showing the sum of 1 004 181 thousand zlotys on both the side of assets and liabilities,
4. to approve the consolidated cash flow report for the period from January 1, 2020 to December 31, 2020 showing an increase in the amount of cash 30 280 thousand zlotys
5. to approve the consolidated statement of changes in the share capital showing it to be on the level of 498 052 thousand zlotys as of December 31, 2020,

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 2020.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2020 together with the report on the activities of the Capital Group in the year 2020 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 28, 2021 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 2020.

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 2020.

§ 2

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 28, 2021 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 2020.

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 Vice President of the Board of the Company – the vote of acceptance on performance of her duties in the year 2020.

§ 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 28, 2021 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 2020.

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 Vice President of the Board of the Company – the vote of acceptance on performance of her duties in the year 2020.

§ 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 28, 2021 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 2020.

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 his duties in the year 2020.

§ 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 28, 2021 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 2020.

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. Martijn Merx – the Member of the Board of the Company from June 30, 2020 – the vote of acceptance on performance of his duties in the year 2020.

§ 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 28, 2021 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 2020.

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 2020.

§ 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 28, 2021 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 2020.

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 2020.

§ 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 28, 2021 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 2020.

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 2020.

§ 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 28, 2021 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 2020.

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 his duties in the year 2020.

§ 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 28, 2021 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 2020.

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 her duties in the year 2020.

§ 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 28, 2021 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 2020.

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 2020.

§ 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 28, 2021 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 2020.

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. Grażyna Sudzińska-Amroziewicz – the Member of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2020.

§ 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, dated June 28, 2021 with regard to the split of the clear profit shown in the financial report Sanok Rubber Company Spółka Akcyjna for the year 2020

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 2020 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 2020 in the amount 43 297 310,43 zlotys in the following:

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 6, 2021
 - c) the date of payment of dividend: July 20, 2021
2. the amount of 268 819,22 zlotys is to be assigned to the Company Social Benefits Fund
3. the amount of 16 146 569,21 zlotys is to be assigned for supplementary capital of the Company.

Resolution no. 17

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok as of 28th June 2021 on expressing an opinion on the Report on the remuneration of the Members of the Management Board and the Supervisory Board of Sanok Rubber Company S.A. for the period 2019 – 2020.

Pursuant to Art. 395 § 2¹ of the Commercial Companies Code and Art. 90g (6) of the Act of 29th July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2020, item 2080 as amended), it is resolved as follows:

§ 1

The Ordinary General Meeting of Shareholders, taking the auditor's opinion of PKF Consult Sp. z o.o. Sp.k. into consideration, expresses a positive opinion on the Report on the remuneration of the Members of the Management Board and Supervisory Board of Sanok Rubber Company Spółka Akcyjna for the period 2019 - 2020.

§ 2

The Resolution shall enter into force 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 28, 2021 with regard to appointment of the President 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 28 June 2021 the Ordinary General Meeting appoints as President of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§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 28, 2021 with regard to appointment of the Vice President 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 28 June 2021 the Ordinary General Meeting appoints as Vice President of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 20

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2021 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 28 June 2021 the Ordinary General Meeting appoints as Member of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 21

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2021 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 28 June 2021 the Ordinary General Meeting appoints as Member of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 22

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2021 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 28 June 2021 the Ordinary General Meeting appoints as Member of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 23

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok as of 28th June 2021 on determining the remuneration due to the Members of the Supervisory Board.

Pursuant to §19(3)(11) of the Company's Articles of Association and point VI of the *Remuneration Policy for the Members of the Management Board and Supervisory Board of Sanok Rubber Company Spółka Akcyjna*, it is resolved as follows:

§ 1

1. The monthly remuneration due to the Members of the Supervisory Board is determined as follows:

- a) Chairman of the Supervisory Board - 150% of the remuneration of the Member of the Supervisory Board,
 - b) Deputy Chairman of the Supervisory Board - 110% of the remuneration of the Member of the Supervisory Board, and if the Chairman of the Supervisory Board is not able to perform his or her duties for more than one month and replace the Chairman of the Supervisory Board within that period - 150% of the remuneration of the Member of the Supervisory Board for the replacement period of the Chairman of the Supervisory Board,
 - c) Member of the Supervisory Board - 175% of the average monthly remuneration in the corporate sector without payments of profit bonuses in the fourth quarter of the previous year announced by the President of the Central Statistical Office.
2. A Member of the Supervisory Board that is a Member of the Standing Committee of the Supervisory Board shall receive, in addition to the fixed basic remuneration, an additional monthly remuneration in the amount of 30% of the remuneration of the Member of the Supervisory Board, and the Chairman of the Standing Committee in the amount of 40% of the remuneration due to the Member of the Supervisory Board.

§ 2

The Resolution shall enter into force on the date of its adoption. This shall apply to the remuneration due to the Members of the Supervisory Board for the periods falling as of that date.