

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

summoned to be held on June 28, 2022.

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, 2022 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 2021.

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 2021, 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 2021, 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, 2021 to December 31, 2021 showing net profit in the amount of 41 279 038,50 zlotys,
2. to approve the statement of comprehensive income for the period from January 1, 2021 to December 31, 2021 showing a total income in the amount of 40 878 210,40 zlotys,
3. to approve the financial situation report (balance-sheet) made as of December 31, 2021 showing the sum of 881 804 885,85 zlotys on both the side of assets and liabilities,
4. to approve the cash flow statement for the period from January 1, 2021 to December 31, 2021 showing an decrease in the amount of cash 30 879 668,39 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 547 693 805,96 zlotys as of December 31, 2021,
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 2021.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2021 together with the report of the Board on the activities of the Company in the year 2021 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, 2022 with regard to the approval of the consolidated financial report of the capital group Sanok Rubber Company for the year 2021 and of the report on the activities of the capital group in the year 2021.

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 2021, Item 217 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 2021, 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, 2021 to December 31, 2021 showing net profit in the amount of 30 826 thousand zlotys,
2. to approve the consolidated statement of comprehensive income for the period from January 1, 2021 to December 31, 2021 showing a total income in the amount of 31 449 thousand zlotys
3. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2021 showing the sum of 939 670 thousand zlotys on both the side of assets and liabilities,
4. to approve the consolidated cash flow report for the period from January 1, 2021 to December 31, 2021 showing an decrease in the amount of cash 28 470 thousand zlotys
5. to approve the consolidated statement of changes in the share capital showing it to be on the level of 502 027 thousand zlotys as of December 31, 2021,

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 2021.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2021 together with the report on the activities of the Capital Group in the year 2021 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, 2022 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 2021.

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 2021.

§ 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, 2022 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 2021.

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 2021.

§ 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, 2022 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 2021.

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 2021.

§ 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, 2022 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 2021.

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 2021.

§ 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, 2022 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 2021.

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 – the vote of acceptance on performance of his duties in the year 2021.

§ 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, 2022 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 2021.

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 President of the Supervisory Board from June 28, 2021 and until that date Member of the Supervisory Board – the vote of acceptance on performance of his duties in the year 2021.

§ 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 2021.

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 Vice President of the Supervisory Board of the Company from June 28, 2021 and until that date President of the Supervisory Board – the vote of acceptance on performance of his duties in the year 2021.

§ 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 2021.

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. Anna Plakwicz – the Member of the Supervisory Board from June 28, 2021– the vote of acceptance on performance of her duties in the year 2021.

§ 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 2021.

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. Elżbieta Häuser-Schöneich – the Member of the Supervisory Board of the Company from June 28, 2021 – the vote of acceptance on performance of his duties in the year 2021.

§ 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 2021.

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 her duties in the year 2021.

§ 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 2021.

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 2021.

§ 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 2021.

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. Radosław Kwaśnicki – the Member of the Supervisory Board of the Company from June 28, 2021– the vote of acceptance on performance of his duties in the year 2021.

§ 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 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 2021.

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 until June 28, 2021 – the vote of acceptance on performance of his duties in the year 2021.

§ 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, 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 2021.

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 until June 28, 2021 – the vote of acceptance on performance of his duties in the year 2021.

§ 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 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 2021.

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 until June 28, 2021 – the vote of acceptance on performance of his duties in the year 2021.

§ 2

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, 2022 with regard to the split of the clear profit shown in the financial report Sanok Rubber Company Spółka Akcyjna for the year 2021

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 2021 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 2021 in the amount 41 279 038,50 zlotys in the following way that the net profit in the amount of 41 279 038,50 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. 20

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok as of 28th June 2022 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 2021.

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 2021, item 1983 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 2021.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 21

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok ("Company") of 28 June 2022 on adoption of the treasury share acquisition plan and creation of the reserve capital for the purpose of the said plan.

§ 1.

Share Buyback Plan for the Incentive Plan

Acting under Article 393(6) in conjunction with Article 362(1)(8) of the Code of Commercial Companies ("CCC"), the Annual General Meeting of the Company ("**General Meeting**") grants consent and authorises the Company's Management Board ("**Management Board**") to acquire fully paid-up ordinary bearer shares of the Company ("**Shares**") on the terms provided for in § 2 - § 67 of this resolution ("**Share Buyback Plan for the Incentive Plan**").

§ 2.

Terms and Conditions of Share Acquisition

Acquisition of Shares under the Share Buyback Plan for the Incentive Plan shall comply with the following terms:

1. The Company can acquire not more than 806,457 (eight hundred six thousand four hundred fifty-seven) Shares, representing as of the day of adoption hereof not more than 3% of the Company's share capital;
2. The Share acquisition price shall amount at least to PLN 10 (in words: ten Polish zloty) per Share and cannot exceed PLN 18 (in words: eighteen Polish zloty) per Share;
3. The Management Board's authorisation to acquire the Shares expires on 28 June 2024;
4. The Shares shall be acquired in the following mode:
 - a. submittal of the voluntary offer (one or more) of acquisition of Shares, and if the number of Shares in relation to which the Company's shareholders, in response to the Company's offer, submit a Share sale offer exceeds the above limit, the Company shall reduce all shares submitted under the sale offers by the Company's shareholders proportionately; or
 - b. transactions executed on a regulated market.
5. Commencement of acquisition of Shares under the Share Buyback Plan for the Incentive Plan shall each time require the Management Board to obtain the Supervisory Board's consent determining the maximum number of Shares the Company can buy back at the given time and the maximum price per Share, subject to point 2 above.
6. The Shares acquired by the Company under the Share Buyback Plan for the Incentive Plan shall be (i) offered by the Company to persons entitled under the Company's incentive plan, including but not limited to the plan implemented in the Company under the resolution of the annual general meeting of the Company of 28 June 2022 ("**Incentive Plan**"), and if no Incentive Plan is implemented for any reason, (ii) redeemed.
7. The Management Board can commence the buyback of Shares under the Share Buyback

Plan for the Incentive Plan after the Supervisory Board determines the first persons entitled to acquire the Shares under the Incentive Plan and the maximum number of Shares they can acquire as part of participation in the Incentive Plan unless the Supervisory Board authorises early commencement of the buyback of shares.

§ 3.

Information Obligations

1. Within the period of the authorisation granted under this resolution in the scope of its execution, the Management Board shall present information on the current status with regard to the number and nominal value of the Shares acquired by the Company and the share in the Company's share capital they represent at every General Meeting.
2. Notwithstanding of point 1 above, the information on the acquisition of Shares by the Company under the Share Buyback Plan for the Incentive Plan shall be made public by the Company immediately upon occurrence of events justifying publication of the information, provided that upon termination of the Share Buyback Plan for the Incentive Plan the Management Board shall publish a collective statement regarding its execution and, within the time limits and scope required under the law, in the periodical reports published by the Company.

§ 4.

Management Board's Authorisation to Determine Other Terms and Conditions

The Management Board is authorised to determine other terms and conditions of acquisition of Shares under the Share Buyback Plan for the Incentive Plan in the scope unregulated by this resolution or the commonly governing law.

§ 5.

Creation of Reserve Capital

For the purpose of financing of Share acquisition under the Share Buyback Plan for the Incentive Plan, under Article 19(3)(8) of the Company's Articles of Association, Article 396(4) and (5) in conjunction with Article 362(2)(3) and Article 348(1) of CCC as well as in reference to the resolution of the General Meeting on distribution of net profit for 2021, the General Meeting decides to create the reserve capital for the purposes of the Share Buyback Plan for the Incentive Plan and allocate it to payment of the price for the Shares acquired by the Company under the Share Buyback Plan for the Incentive Plan and to coverage of the costs of acquisition. For the purpose of creation of the reserve capital referred to in the previous sentence, the amount of PLN 15,000,000 (in words: fifteen million Polish zloty) is allocated from the Company's supplementary capital (from the funds originating from profit that can be allocated to dividend pay-out) to the reserve capital created for the purpose of execution of the Share Buyback Plan for the Incentive Plan. Thus, the supplementary capital of the Company is decreased by the amount of the created reserve capital.

§ 6.

Management Board's Authorisation to Terminate the Share Buyback Plan for the Incentive Plan

The Management Board can terminate the Share Buyback Plan for the Incentive Plan prior to expiry of deadline referred to in § 2.3 or before the funds intended for acquisition of Shares under the Share Buyback Plan for the Incentive Plan run out, or can resign from acquisition of the Shares in full or in part.

§ 7.

Executive Authorisations

The Management Board is authorised to take all factual and legal actions to execute the Share Buyback Plan for the Incentive Plan and acquire the Shares hereunder, including but not limited to determination of the detailed terms and conditions of acquisition of Shares in the scope unregulated by this resolution.

§ 8.

Final Provisions

The resolution enters into force upon its adoption.

Resolution No. 22

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok ("Company") of 28 June 2022 on establishment of the incentive plan.

§ 1.

Incentive Plan

1. The Annual General Meeting of the Company ("**General Meeting**") decides to create an incentive plan ("**Incentive Plan**"), on the terms and conditions provided for in this resolution and Terms and Conditions of the Incentive Plan forming Schedule No. 1 hereto ("**Terms and Conditions**"), for the President of the Management Board, selected members of the Management Board of the Company ("**Management Board**") as well as selected members of the management staff of the Company and its subsidiaries ("**Group**") who are key for pursuit of the Group's strategy, employed by the Group companies under contracts of employment, management contracts, contracts of mandate (or similar legal relationships) ("**Plan Addressees**"), to enable the selected Plan Addressees to acquire the Company's shares ("**Shares**").
2. The purpose of the Incentive Plan is ensuring optimum conditions for long-term growth of the Company's value by creation of stimuli that will encourage and incentivise the qualified persons, key for pursuit of the Company's strategy, to act in the best interest of the Company and its shareholders, by allowing such persons to acquire the shares of the Company and, thus, linking the economic interests of such persons with the interests of the Company and its shareholders.
3. Under the Incentive Plan, the selected Plan Addressees will be entitled to acquire not more than the total of 806,457 (eight hundred six thousand four hundred fifty-seven) dematerialised treasury shares of the Company which the Company shall buy back in performance of the resolution of the Annual General Meeting of the Company of 28 June 2022 *on adoption of the treasury share acquisition plan and creation of the reserve capital for the purpose of the said plan* ("**Resolution on Share Buyback**").
4. The Plan shall cover the period of 3 (three) years, i.e. years 2022, 2023 and 2024, subject to the detailed provisions of the Terms and Conditions ("**Validity Period**").

§ 2.
Call Option

1. Subject to other provisions of this resolution and the Terms and Conditions, under the Incentive Plan the Company shall grant the selected Plan Addressees the call option for not more than 806,457 (eight hundred six thousand four hundred fifty-seven) dematerialised shares of the Company for the price equivalent to the average rate at which the Company's shares are acquired under the treasury share buyback plan executed by the Management Board under the Resolution on Share Buyback ("**Call Option**") [and the price for which the Company will acquire the shares shall amount at least to PLN 10 (in words: ten Polish zloty) per share and cannot exceed PLN 18 (in words: eighteen Polish zloty) per share].
2. Under the Incentive Plan, the selected Plan Addressees shall be entitled to acquire the Shares in exercise of the Call Options regarding the Validity Term, it being understood that the number of Shares that can be acquired by the given Plan Addressee shall be determined by the Company's Supervisory Board (in the case of the President of the Management Board) or the Company's Supervisory Board on request of the President of the Company's Management Board (for Plan Addressees other than the President of the Management Board).
3. To avoid any doubts, if the given Plan Addressee fails to execute the relevant Call Option within the period referred to in the Terms and Conditions or Participation Agreement, the relevant Plan Addressee shall irrevocably lose the right to acquire the Shares and shall have no claims to any compensation on that account.

§ 3.
Authorisations

The Supervisory Board is hereby authorised to:

1. name the Entitled Persons (as defined in the Terms and Conditions) covered by the Incentive Plan, including the President of the Management Board and, on request of the President of the Management Board: (i) other members of the Company's Management Board; and (ii) other Entitled Persons covered by the Incentive Plan, other than the members of the Management Board;
2. adopt detailed terms of participation in the Incentive Plan for specific Entitled Persons (as defined in the Terms and Conditions) who are member of the Management Board and (ii) on request of the Management Board, approve the terms of participation in the Incentive Plan for other Entitled Persons who are not members of the Management Board in the scope of:
 - a. number of Shares the given Entitled Persons can acquire in the given Plan Year;
 - b. performance of other acts provided for in the Terms and Conditions or Participation Agreement (as defined in the Terms and Conditions).
3. (i) The Supervisory Board is hereby authorised to take all factual and legal actions connected with implementation, execution and supervision over execution of the Incentive Plan for the Entitled Persons who are members of the Management Board and (ii) the Management Board is hereby authorised to take all factual and legal actions connected with implementation, execution and supervision over execution of the Incentive Plan for other Entitled Persons who are not members of the Management Board.

§ 4.
Executive Authorisations

1. The Supervisory Board is authorised to take all factual and legal actions aiming at execution of the sale of Shares to the Entitled Persons who are members of the Management Board in compliance with the provisions of this resolution and the relevant Participation Agreements (as defined in the Terms and Conditions).
2. The Management Board is authorised to take all factual and legal actions aiming at execution of the sale of Shares to other Entitled Persons who are not members of the Management Board in compliance with the provisions of this resolution and the relevant Participation Agreements (as defined in the Terms and Conditions).

§ 5.
Final Provisions

The resolution enters into force upon its adoption.

Substantiation of draft Resolutions No. 21 and 22:

Development and strengthening of the market position of both the Company and entire Sanok Rubber Company Capital Group is a goal the accomplishment of which involves a long-term process requiring outstanding commitment of the staff possessing interdisciplinary knowledge and experience, taking active part in the processes executed by the Company. To ensure high effectiveness of these activities, they must be reinforced by means of an incentive plan the implementation of which is the subject and purpose of the draft resolutions of the Annual General Meeting, addressed to the managers of the Company and its subsidiaries. The purpose of the plan is establishment of a long-term mechanism incentivising the key personnel to act for the benefit of development and strengthening of the market position of both the Company and entire Sanok Rubber Company Capital Group.