

Resolution no. 1

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok of June 26, 2023 on appointment of the President of the Ordinary General Meeting

The Ordinary General Meeting hereby appoints the President of the Ordinary General Meeting in the person of.....

Resolution no. 2

Of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok of June 26, 2022 on approval of the financial statement of the Company for the year 2022 as well as to the Management Board's report on the activities of the Company in the year 2022.

Based on the article 395 §2 point 1) of the Commercial Companies' Code and 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 separate financial statement of Sanok Rubber Company Spółka Akcyjna for the year 2022, submitted by the Management Board and verified by the statutory auditor, including the, profit and loss account, statement of total income, cash flow statement, statement on changes in the share capital, additional information and explanations as well as report of the Management Board on the activity of the Company in 2022, and after having examined the report of the Supervisory Board on the results of verification of these documents, decides to approve:

The Profit and Loss Account for the period from January 1, 2022, to December 31, 2022, showing a net profit of PLN 38,537,369.28.

The Statement of Total Income for the period from January 1, 2022, to December 31, 2022, showing total income of PLN 36,894,078.28.

The Statement of Financial Position prepared as of December 31, 2022, showing total assets and liabilities amounting to PLN 936,276,621.30.

The Statement of Cash Flows for the period from January 1, 2022, to December 31, 2022, showing an increase in cash and cash equivalents of PLN 10,266,731.02.

The Statement of Changes in Equity prepared as of December 31, 2022, showing the equity position as of December 31, 2022, amounting to PLN 573,363,683.63.

The additional information and explanations,

The report of the Management Board on the activity of the Sanok Rubber Company Spółka Akcyjna in the year 2022.

§2

The General Meeting obliges the Management Board of the Company to immediately submit the separate financial statement for the year 2022 along with the report of the Management Board on the activities of the Company in the year 2022 and accompanied by the statutory auditor's opinion to the companies' register held by 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 Sanok Rubber Company Spółka Akcyjna in Sanok dated June 26, 2023, on approval of the Consolidated Financial Statements of Sanok Rubber Company Group for the year ended December 31, 2022, and the Management Board's Report on the Activities of Sanok Rubber Company Group for the year 2022.

Based on Article 63c(4) of the Accountancy Act of September 29, 1994 (Journal of Laws of 2023, item 120, as amended), the following resolution is hereby adopted:

§1

The General Meeting, after considering the Consolidated Financial Statements of Sanok Rubber Company Group for the year ended December 31, 2022, including the Consolidated Profit and Loss Account for the period from January 1, 2022, to December 31, 2022, the Consolidated Statement of Total Income for the period from January 1, 2022, to December 31, 2022, the Consolidated Statement of Financial Position as of December 31, 2022, the Consolidated Statement of Cash Flows for the period from January 1, 2022, to December 31, 2022, the Consolidated Statement of Changes in Equity as of December 31, 2022, Additional Explanatory Notes, and the Management Board's Report on the Activity of Sanok Rubber Company Group for the year 2022, which includes Sanok Rubber Company Spółka Akcyjna as the controlling entity and the subsidiaries listed below covered by the consolidated report:

- a) Stomet Spółka z ograniczoną odpowiedzialnością with its registered office in Sanok,
- b) Stomil Sanok Dystrybucja Spółka z ograniczoną odpowiedzialnością with its registered office in Bogucin near Poznań,
- c) Świerkowy Zdrój Medical SPA Spółka z ograniczoną odpowiedzialnością with its registered Office in Rymanów,

- d) Przedsiębiorstwo Handlowo-Uslugowe Stomil East Spółka z ograniczoną odpowiedzialnością with its registered office in Sanok,
- e) Colmant Cuvelier RPS S.A.S with its registered office in Villers-la-Montagne (France),
- f) Draftex Automotive GmbH with its registered office in Grefrath (Germany),
- g) Qingdao Masters of Rubber and Plastic Co., Ltd with its registered office in Jiaozhou (China),
- h) Sanok (Qingdao) Auto Parts Spółka z ograniczoną odpowiedzialnością with its registered office in Jiaozhou City (China),
- i) SMX Rubber Company SA de CV with its registered office in San Luis Potosi (Mexico),
- j) Stomil Sanok Wiatka Spółka Akcyjna Typu Zamkniętego with its registered office in Kirow (Russia),
- k) Stomil Sanok Rus Spółka z ograniczoną odpowiedzialnością with its registered office in Moscow (Russia),
- l) Stomil Sanok Ukraina Spółka z ograniczoną odpowiedzialnością with its registered office in Równne(Ukraine),
- m) Produkcyjno-Handlowe Unitarne Przedsiębiorstwo Stomil Sanok BR with its registered office in Brest(Belarus),

hereby decides to approve:

1. The Consolidated Profit and Loss Account for the period from January 1, 2022, to December 31, 2022, showing a net profit of PLN 56,917,000.
2. The Consolidated Statement of Comprehensive Income for the period from January 1, 2022, to December 31, 2022, showing total income of PLN 56,971,000.
3. The Consolidated Statement of Financial Position as of December 31, 2022, showing total assets and liabilities of PLN 1,016,547,000.
4. The Consolidated Statement of Cash Flows for the period from January 1, 2022, to December 31, 2022, showing an increase in cash and cash equivalents of PLN 10,359,000.
5. The Consolidated Statement of Changes in Equity showing the equity position as of December 31, 2022, amounting to PLN 547,405,000.
6. Additional explanatory notes.
7. The Management Board's Report on the Activity of Sanok Rubber Company Group for the year 2022.

§2

The General Meeting obliges the Management Board of the Company to promptly submit the Consolidated Financial Statements of Sanok Rubber Company Group for the year ended December 31, 2022, along with the Management Report on the Activity of Sanok Rubber Company Group for the year 2022 and the statutory auditor's opinion to the companies' register held by the National Court Register.

§3

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

Justification for Resolutions No. 2-3:

According to Article 395 § 2 point 1) of the Commercial Companies Code, the ordinary general meeting should consider and approve the management board's report on the company's activities and the financial statements for the previous financial year.

Resolution No. 4:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the President of the Management Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point 3) of the Commercial Companies Code and Section 19, Paragraph 3, Point 1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Piotr Szamburski-President of the Management Board of the Company for the performance of duties in 2022.

§2

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

Resolution No. 5:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Vice President of the Management Board of the Company for the performance of duties in 2022. Based on Article 395, Section 2, Point3) of the Commercial Companies Code and Section 19, Paragraph3, Point1) of the Company's Articles of Association ,it is hereby decided as follows:

§1

The General Meeting grants discharge to Rafał Grzybowski-Vice President of the Management Board of the Company for the performance of duties in2022.

§2

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

Resolution No. 6:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Vice President of the Management Board of the Company for the performance of duties in 2022. Based on Article 395, Section 2, Point3) of the Commercial Companies Code and Section 19, Paragraph 3, Point1) of the Company's Articles of Association ,it is hereby decided as follows:

§1

The General Meeting grants discharge to Marcin Saramak-Vice President of the Management Board of the Company for the performance of duties in2022.

§2

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

Resolution No. 7:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Member of the Management Board of the Company for the performance of duties in 2022. Based on Article 395, Section 2, Point3) of the Commercial Companies Code and Section 19, Paragraph 3, Point1) of the Company's Articles of Association it is hereby decided as follows:

§1

The General Meeting grants discharge to Piotr Dołęga - Member of the Management Board of the Company for the performance of duties in 2022.

§2

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

Resolution No. 8:

Of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Member of the Management Board of the Company for the performance of duties in 2022. Based on Article395 ,Section 2, Point3) of the Commercial Companies Code and Section 19, Paragraph 3, Point1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Martijn Merx-Member of the Management Board of the Company for the performance of duties in 2022.

§2

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

Resolution No. 9:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26,2023, on granting discharge to the Chairman of the Supervisory Board of the Company for the performance of duties in 2022. Based on Article 395, Section 2, Point3) of the Commercial Companies Code and Section 19, Paragraph 3, Point1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Jan Woźniak - Chairman of the Supervisory Board for the performance of duties in

2022.

§2

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

Resolution No. 10:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Deputy Chairman of the Supervisory Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point 3) of the Commercial Companies Code and Section 19, Paragraph 3, Point 1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Marek Łęcki-Deputy Chairman of the Supervisory Board for the performance of duties in 2022.

§2

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

Resolution No. 11:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Member of the Supervisory Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point 3) of the Commercial Companies Code and Section 19, Paragraph 3, Point 1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Anna Plakwicz-Member of the Supervisory Board for the performance of duties in 2022.

§2

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

Resolution No. 12:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Member of the Supervisory Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point 3) of the Commercial Companies Code and Section 19, Paragraph 3, Point 1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Elżbieta Häuser-Schöneich - Member of the Supervisory Board for the performance of duties in 2022.

§2

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

Resolution No. 13:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Member of the Supervisory Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point 3) of the Commercial Companies Code and Section 19, Paragraph 3, Point 1) of the Company's Articles of Association, it is hereby decided as follows:

§1

The General Meeting grants discharge to Grażyna Sudzińska-Amroziewicz--Member of the Supervisory Board for the performance of duties in 2022.

§2

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

Resolution No. 14:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on granting discharge to the Member of the Supervisory Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point 3) of the Commercial Companies Code and Section 19, Paragraph 3, Point 1) of the Company's Articles of Association, it is hereby decided as follows:

§ 1

The General Meeting grants discharge to Marta Rudnicka--Member of the Supervisory Board for the performance of duties in 2022.

§2

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

Resolution No. 15:

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26,2023, on granting discharge to the Member of the Supervisory Board of the Company for the performance of duties in 2022.

Based on Article 395, Section 2, Point3) of the Commercial Companies Code and Section 19, Paragraph 3, Point1) of the Company's Articles of Association, it is hereby decided as follows:

§ 1

The General Meeting grants discharge to Radosław Kwaśnicki -Member of the Supervisory Board for the performance of duties in 2022.

§2

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

Justification for of Resolutions No. 4- 15:

According to Article 395, Section 2, Poin t3 of the Commercial Companies Code, the agenda should cover granting discharge to the members of the company's bodies for the performance of their duties.

Resolution No. 16

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26,2023, on the distribution of the net profit shown in the financial statement of Sanok Rubber Company Spółka Akcyjna for the year2022

Based on Article 395, Section 2, Point2 of the Commercial Companies Code, and Section 19, Point 3, Point 2 of the Company's Articles of Association, the following is hereby decided :

§1

The General Meeting, after considering the Management Board's proposal regarding the distribution of the net profit shown in the financial statement of Sanok Rubber Company Spółka Akcyjna for the year 2022 , and after reviewing the Supervisory Board' s report on the assessment of this proposal, decides to distribute the net profit for 2022 in the amount of PLN 38,537,369.28 as follows:

1. The amount of PLN31,290,558.00 shall be allocated among shareholders in the form of dividends, with the following details:
 - Dividend amount per share: PLN 1.20
 - Dividend date: July 6, 2023
 - Dividend payment date: July 20, 2023
2. The amount of PLN 322,583.06 shall be allocated to the Company's Employee Benefit Fund.
3. The amount of PLN6,924,228.22 shall be allocated to the Company's reserve capital.

§2

The General Meeting obliges the Management Board to promptly submit a copy of this resolution to the companies' register held by the National Court Register.

§3

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

Justification for Resolution No. 16:

In accordance with Article 395, Section 2, Point 2 of the Commercial Companies Code, the subject of the ordinary general meeting should include the adoption of a resolution on the distribution of profit or coverage of losses.

Resolution No. 17

of the ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on approval of the Report on Remuneration of the Management Board and Supervisory Board of Sanok Rubber Company S.A. for the year 2022. Based on Article 395, Section 21 of the Commercial Companies Code and Article 90g, Section 6 of the Act of July 29, 2005, on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2022, item 2554, as amended), the following is hereby decided :

§ 1

The General Meeting, taking into account the assessment of the statutory auditor PKF Consult Sp. z o.o. Sp. k., approves the Report on Remuneration of the Management Board and Supervisory Board of Sanok Rubber Company S.A. for the year 2022.

§ 2

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

Justification for Resolution No. 17:

According to Article 395, Section 21 of the Commercial Companies Code, in companies referred to in Article 90c, Section 1 of the Act of July 29, 2005, on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies, the ordinary general meeting should also include the adoption of a resolution referred to in Article 90g, Section 6 of this Act or conduct a discussion referred to in Article 90g, Section 7 of this Act. In accordance with Article 90g, Section 6 of the aforementioned Act of July 29, 2005, on public offering (...), the general meeting adopts a resolution approving the report on remuneration, and the resolution has an advisory character.

Resolution No. 18

of Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on the transfer of funds from the capital from the valuation of subscription warrants to the reserve capital of the Company Based on Section 19, Point 3, Point 8 of the Company's Articles of Association, the following is hereby decided :

§ 1

The funds from the capital originated from the valuation of subscription of warrants, which were the subject of Resolution No. 16 of the Ordinary General Meeting of the Company of June 23, 2014, in the amount of 6,291,300.00 PLN (in words: six million two hundred ninety-one thousand three hundred Polish zloties and 00/100), are transferred to the supplementary capital of the Company.

§ 2

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

Justification for Resolution No. 18:

The terms of the incentive program adopted on the basis of Resolution No. 16 of the Ordinary General Meeting of the Company of June 23, 2014, stipulated that the right to subscribe for shares arising from subscription of warrants could be exercised no later than December 31, 2022. Due to the expiration of the program as a result of the lack of willingness to exercise the warrants by eligible individuals, it is necessary to transfer the funds from the capital originated from the valuation of subscription of warrants to the supplementary capital of the Company.

Resolution No. 19

of Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok, held on dated June 26, 2023, on the transfer of funds from the reserve capital to the supplementary capital of the Company.

Based on § 19, paragraph 3, point 8) of the Company's Articles of Association, the following is hereby decided :

§ 1

In connection with the completion of the share buy back within the Share Buyback Program for the Incentive Program, conducted on the basis of Resolution No. 21 of the Ordinary General Meeting of the Company held on June 28, 2022, on the adoption of a share buyback program and the creation of reserve capital for such a program, the funds in the unused amount of 3,769,699.39 PLN (three millions seven hundred sixty-nine thousand six hundred ninety-nine zloties and thirty-nine grosz) are transferred from the reserve capital created under § 5 of the aforementioned Resolution No. 21 of the Ordinary General Meeting of the Company held on dated June 28, 2022, to the supplementary capital of the Company.

§ 2

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

Justification for Resolution No. 19:

Pursuant to §5 of Resolution No. 21 of the Ordinary General Meeting of the Company dated June 28, 2022, regarding the adoption of a share buyback program and the creation of reserve capital for such a program, a reserve capital was established for the purposes of the Share Buyback Program for the Incentive Program and designated for the payment of the price for shares acquired by the Company under the Share Buyback Program for the Incentive Program and to cover the costs of their acquisition. In connection with the completion of the share buyback within this Program, it is justified to transfer the remaining funds from this capital to the supplementary capital of the Company.

Resolution No. 20

of Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok, held on June 26, 2023, on the amendment of §7, paragraph 1 of the Company's Articles of Association.

Based on Article 430, paragraph 1 of the Commercial Companies Code, the following is hereby decided :

§1

The following amendment shall be introduced in the Company's Articles of Association:

In §7, paragraph 1, item 66), the point period shall be replaced with a semicolon, and after the semicolon, the following items 67) - 86) shall be added with the following content:

- 14.19.Z- Production of other wearing apparel and accessories
- 16.24.Z-Production of wooden packaging
- 17.21.Z-Production of corrugated paper and paper board and packaging made of paper and paperboard
- 20.12.Z- Production of dyes and pigments
- 20.14.Z-Production of other basic organic chemicals
- 20.16.Z-Production of basic forms of plastics
- 20.17.Z-Production of basic forms of synthetic rubber
- 20.59.Z-Production of other chemical products not elsewhere classified
- 24.42.B-Production of aluminum and aluminum alloy products
- 27.12.Z –Production of electricity distribution and control apparatus
- 28.12.Z-Production of hydraulic and pneumatic power transmission equipment
- 28.13.Z-Production of other pumps and compressors
- 28.25.Z-Production of industrial cooling and ventilation equipment
- 28.29.Z-Production of other general-purpose machinery not elsewhere classified
- 28.99.Z-Production of other special-purpose machinery not elsewhere classified
- 29.32.Z-Production of other parts and accessories for motor vehicles, excluding motorcycles
- 32.99.Z-Production of other manufactured goods not elsewhere classified
- 38.11.Z-Collection of non-hazardous waste
- 38.32.Z-Recovery of sorted materials
- 52.10.B-Warehousing and storage of other goods

§2

The General Meeting obliges the Management Board of the Company to promptly register the amendment to the Articles of Association made in §1 of this resolution with the registration court .

§3

The resolution shall come into effect on the day of its adoption, with the provision that the amendment to the Articles of Association shall have the legal effect from the date of its entry into the companies register held by of the National Court Register.

Justification for Resolution No. 20:

The proposed amendment to the Company's Articles of Association aims to supplement the provisions of the Articles of Association by specifying the scope of the Company's activities with activities that are conducted by the Company but are not listed in the Articles of Association.

Resolution No. 21

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok, held on June 26, 2023, on the amendment of §8(6)–8(19) of the Articles of Association of Sanok RC S.A.

Based on Article 430 §1 of the Commercial Companies Code, the following is hereby decided:

§1

The following amendment shall be introduced to the Company's Articles of Association : the provisions of §8, points 6-19 shall be cancelled .

§2

The General Meeting obliges the Management Board of the Company to promptly submit the amendment to the Statute made in §1 of this resolution to the court registry.

§3

The resolution shall come into effect on the day of its adoption, with provision the amendment to the Articles of Association shall have the legal effect on the day of its entry into the companies' register held by the National Court Register.

Justification for Resolution No. 21:

The proposed amendment to the Company's Articles of Associations Statutes aims to remove provisions related to the conditional increase of the share capital associated with the incentive program adopted based on Resolution No. 16 of the Ordinary General Meeting of the Company of June 23, 2014. This is due to the expiration of the program as a result of the lack of willingness to exercise warrants by eligible individuals and the failure to carry out the increase in share capital.

Resolution No. 22

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok, held on June 26, 2023, on the amendment of §27 of the Company's Articles of Association.

Based on Article 430 Section 1 of the Commercial Companies Code ,the following is hereby decided :

§1

The following amendment shall be introduced to the Company's Articles of Association: §27 shall receive the following new content:

§27

The Management Board shall exercise any and all powers regarding the management of the Company, except for the powers reserved by law or the Articles of Association for other bodies of the Company. The President of the Management Board shall manage the work of the Management Board. The scope of responsibility of individual members of the Management Board shall be determined by the President of the Management Board.

Resolutions of the Management Board shall be adopted by a simple majority of votes. In the event of the split votes, the President of the Management Board's shall have the casting vote.

The Management Board shall make decisions in the form of resolutions in the presence of at least half number of its members. Resolutions shall be adopted exclusively in the presence of the President of the Management Board or a person appointed to manage the work of the Management Board in the absence of the President of the Management Board.

Resolutions of the Management Board may be adopted if all members have been properly notified of the Management Board meeting.

Management Board meetings may also be attended through the use of means of direct communication over a distance. The Management Board shall determine detailed rules for participation in meetings using means of direct communication over a distance in the form of bylaws.

The Management Board may adopt resolutions in writing or through the use of means of direct communication over a distance.

Members of the Management Board may participate in the adoption of Management Board's resolutions by submitting their votes in writing through another member of the Management Board.

The operating procedures of the Management Board shall be are specified in detail in the Management Board's Bylaws Regulations. The Management Board shall adopt the

Management Board's Bylaws, to be approved by the Supervisory Board.

§2

The General Meeting obliges the Management Board of the Company to promptly submit the amendment to the Articles of Association made in §1 of this resolution to the registration court.

§3

The resolution shall come into effect on the day of its adoption, with provision the amendment to the Articles of Association shall have the legal effect on the day of its entry into the companies' register held by National Court Register.

Justification for Resolution No. 22:

The proposed amendment to the Articles of Association aims to update its provisions and align its content with the new regulations following the amendment of the Act on Commercial Companies Code of September 15, 2000, enacted by the Act of February 9, 2022, amending the Act on Commercial Companies and certain other acts (Journal of Laws of 2022, item 807), which came into force on October 13, 2022.

Resolution No. 23

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok, held on June 26, 2023, on the authorization of the Supervisory Board to establish a uniformed text of the Articles of Association of Sanok RC S.A. incorporating the changes introduced to the Articles of Association by the resolutions of the Ordinary General Meeting held on June 26, 2023.

Based on Article 430, Section 5 of the Commercial Companies Code, the following is hereby decided:

§1

The Supervisory Board of the Company shall be authorized to establish a uniformed text of the Articles of Association of Sanok RC S.A. incorporating the changes introduced to the Articles of Association by the resolutions of the Ordinary General Meeting held on June 26, 2023.

§2

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

Justification for Resolution No. 23:

According to Article 430, Section 5 of the Commercial Companies Code, the General Meeting may authorize the Supervisory Board to establish a uniformed text of the amended Articles of Association or to introduce other editorial changes specified in the resolution of the meeting.

Resolution No. 24

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok („the Company”) held on June 26, 2023, on the determination of the maximum aggregate cost of remuneration for all advisors to the Supervisory Board that the Company may incur during the financial year.

Based on Section 19, Paragraph 3, Point 12) of the Company's Articles of Association, the following is hereby decided :

§1

The maximum aggregate cost of remuneration for all advisors to the Supervisory Board that the Company may incur during the financial year shall be set at 0.1% of the total assets, as defined in the accounting regulations based on the latest approved consolidated financial statements.

§2

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

Justification for Resolution No. 24:

Section 19, Paragraph 3, Point 12) of the Company's Articles of Association grants the General Meeting the authority to determine the maximum aggregate cost of remuneration for all advisors to the Supervisory Board that the Company may incur during the financial year. The proposed resolution aims to establish the maximum annual aggregate cost of remuneration for all advisors to the Supervisory Board at a level comparable to the costs of hiring advisors by the Management Board without the consent of the Supervisory Board, in accordance with Section 25, Paragraph 2, Point 17) of the Articles of Association.

Resolution No. 25

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok held on June 26, 2023, on the amendment

of the Regulations of the Incentive Program of Sanok Rubber Company Spółka Akcyjna, with its registered office in Sanok, constituting Annex No.1 to Resolution No. 22 of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna held on June 28, 2022, concerning the establishment of the incentive program.

§1

The General Meeting amends the Regulations of the Incentive Program of Sanok Rubber Company Spółka Akcyjna, with its registered office in Sanok, constituting Annex No.1 to Resolution No.22 of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna held on June 28, 2022, concerning the establishment of the incentive program, specifically:

In point 2 („DEFINITIONS”), subpoint 2.1, the definition of „TSR Condition” shall be amended as follows:

The TSR Condition

refers to the condition of achieving an annual total shareholder return (TSR, Total Shareholder Return) from the Company’s shares at a level that is at least 4% higher than the total shareholder return of comparable companies, calculated based on the comparison of the average value of the relevant index in the second quarter of the Program Year for which a particular Tranche is granted, to the average value of the relevant index in the second quarter of the previous year. The TSR Condition will be calculated based on the average value of the sWIG80TR index published by GPW Benchmark S.A. or another income index (i.e. including both share prices from executed transactions and income from dividends) to which the Company’s shares will belong in a given Year (and if there is more than one index in a given Program Year, the comparison will be made to the dynamics of the index to which the Company’s shares will belong for the longest period in that Program Year). If such an index is not published, the calculation of the TSR Condition will be based on publicly available data using the same methodology as used to calculate the aforementioned index.

shall be replaced by a new definition with the following content:

The TSR Condition

it denotes a condition based on achieving an annual total shareholder return (TSR, Total Shareholder Return) from the Company’s shares at a level that is at least 4% higher than the total shareholder return of comparable companies, calculated based on comparing the average value of the corresponding index for specific periods, namely:

- for the First Year of the Program: in the second quarter of the Second Year of the Program, to the average value of the corresponding index in the second quarter of the First Year of the Program,
- for the Second Year of the Program: in the second quarter of the Third Year of the Program, to the average value of the corresponding index in the second quarter of the Second Year of the Program,
- for the Third Year of the Program: in the second quarter of the year following the Third Year of the Program, to the average value of the corresponding index in the second quarter of the Third Year of the Program.

The TSR condition will be calculated based on the average value of the sWIG80TR index published by GPW Benchmark S.A. or another income index (which includes both stock prices from concluded transactions and income from dividends) to which the Company’s shares will belong in the respective Program Year (and if there are multiple indices in a given Program Year, the comparison will be made to the performance of the index to which the Company’s shares belong for the longest duration in that Program Year). In the event that such an index is not published, the calculation of the TSR condition will be based on publicly available data using the same methodology as used in calculating the above- mentioned index.

Justification for Resolution No. 25:

The draft of resolution was submitted to the Management Board of Sanok RC S.A. by the Supervisory Board of Sanok RC

S.A., along with a request from the Supervisory Board to include on an agenda item in the Ordinary General Meeting on the adoption of a resolution on the amendment of the Regulations of the Motivational Program of Sanok Rubber Company Spółka Akcyjna with its registered office in Sanok, constituting the Attachment No.1 to Resolution No.22 of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna held on June 28, 2022, on the establishment of the incentive program. This was done based on the resolution of the Supervisory Board No. 9/05/2023 held on May 30, 2023. According to the justification of the Supervisory Board's request, the proposed amendment to the Regulations of the Motivational Program aims to correct the erroneous calculation periods of the TSR Condition dynamics, changing it from the current $n/(n-1)$ to the correct $(n+1)/n$, where n represents the First, Second, and Third Year of the Program, respectively.