

**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 a registered office in Sanok.
2. Company - Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with a registered office in Sanok.
3. Articles of Association - the Articles of Association of Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with a registered office in Sanok.
4. Regulations - Regulations of the Supervisory Board of Sanok Rubber Company Joint-Stock Company (*Spółka Akcyjna*) with a 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 continuous supervision over the activities of the Company in all areas of its operations in accordance with the provisions of generally applicable law, the provisions of the Articles of Association, and these Regulations.
2. The Supervisory Board shall manage the affairs of the Company and represent it to the extent resulting from the provisions of generally applicable law, the provisions of the Articles of Association, and these Regulations.
3. The actions of the Supervisory Board and each of its members must always take into account the interests of the Company and comply with the provisions of generally applicable law, the provisions of the Articles of Association, and these Regulations.

4. Resolutions of the General Meeting authorizing or obligating the Supervisory Board to undertake specific actions shall be executed in a manner consistent with the purpose of the resolution, taking into account the provisions of paragraphs 1 through 3 of this section.

§ 3

1. The Supervisory Board shall perform its duties collectively; however, it may delegate its members to independently perform specific supervisory tasks. Additionally, it may establish an ad hoc or permanent committee of the Supervisory Board, consisting of members of the Supervisory Board, to perform specific supervisory tasks. The exercise of these powers by the Supervisory Board does not exempt the remaining members of the Supervisory Board from their responsibility for the continuous supervision of the Company. A delegated member of the Supervisory Board and the committee of the Supervisory Board are entitled to undertake supervisory activities within the scope defined by generally applicable law and the Articles of Association, unless the Supervisory Board decides otherwise. A delegated member of the Supervisory Board and the committee of the Supervisory Board shall report to the Supervisory Board at least once every quarter of the financial year on the supervisory activities undertaken and their outcomes.
2. In order to perform its duties, the Supervisory Board may examine all documents of the Company, audit the condition of the Company's assets, and request from the Management Board, proxies, and persons employed by the Company under an employment contract or performing regular activities for the Company based on a contract for specific work, mandate contract, or any other contract of a similar nature, the preparation or submission of any information, documents, reports, or explanations regarding the Company, particularly its operations or assets. The request may also concern information, reports, or explanations regarding the Company's subsidiaries and affiliates, held by the relevant body or person.
3. The information, documents, reports, or explanations referred to in paragraph 2 shall be provided to the Supervisory Board without undue delay, no later than two weeks from the date of the request, unless a longer deadline is specified in the request. Restrictions on the availability of documents and premises to members of the Supervisory Board may only result from provisions of generally applicable law.
4. Members of the Supervisory Board shall perform their duties personally.

5. The decisions of the Supervisory Board are made in the form of resolutions.

§ 4

Members of the Supervisory Board shall participate in the General Meeting, either in person or through means of real-time two-way electronic communication, in a manner that allows them to address matters under discussion and provide substantive answers to questions posed during the meeting.

§ 5

1. The Supervisory Board shall provide opinions on draft resolutions submitted by the Management Board for the agenda of the General Meeting.
2. In addition to the activities arising 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 shall include 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, audit firms, and public oversight, as well as which of them have no actual and significant ties to a shareholder holding at least 5% of the total number of votes in the Company, along with information on the diversity of the Supervisory Board.
 - 2) A summary of the activities of the Supervisory Board and its committees.
 - 3) An assessment of the Company's situation on a consolidated basis, including an evaluation of internal control systems, risk management, compliance, and internal audit functions, together with information on the actions taken by the Supervisory Board to perform this assessment. This evaluation shall cover all significant control mechanisms, especially those related to reporting and operational activities.
 - 4) An assessment of the Company's application of corporate governance principles and compliance with the disclosure obligations concerning their application, as specified in the Stock Exchange Regulations and the provisions on current and periodic information disclosed by issuers of securities, along with information on the actions taken by the Supervisory Board to perform this assessment.

- 5) An assessment of the justification for the expenses incurred by the Company and its subsidiaries to support culture, sports, charitable institutions, media, social organizations, trade unions, etc.
- 6) Information on the degree of implementation of the diversity policy concerning the Management Board and the Supervisory Board, including the achievement of the objectives of this policy.

§ 6

1. Members of the Supervisory Board shall be able to devote the necessary amount of time to perform their duties.
2. A member of the Supervisory Board should avoid engaging in any professional or non-professional activities that could lead to a conflict of interest or negatively impact their reputation as a member of the Supervisory Board of the Company. In the event of a conflict of interest, they must disclose it without delay.
3. A member of the Supervisory Board shall inform the Supervisory Board of any existing or potential conflict of interest and shall abstain from participating in the consideration of any matter in which such a conflict may arise.
4. A member of the Supervisory Board may not accept any benefits that could influence their impartiality and objectivity in decision-making or negatively affect the assessment of their independence in opinion and judgment.
5. If a member of the Supervisory Board believes that a decision of the Supervisory Board is contrary to the interests of the Company, they should request that their dissenting opinion be recorded in the minutes of the Supervisory Board meeting.
6. A member of the Supervisory Board must exercise the diligence arising from the professional nature of their activities when performing their duties and must remain loyal to the Company. A member of the Supervisory Board must not disclose the Company's secrets, even after their mandate has expired.

§ 7

A member of the Supervisory Board shall provide the other members of the Board and the Management Board of the Company with a statement regarding their compliance with the independence criteria specified in the Act of May 11, 2017, on statutory auditors, audit firms, and public oversight, as well as regarding any actual and significant ties with a shareholder holding at least 5% of the total number of votes in the Company.

§ 8

1. The Supervisory Board shall appoint from among its members the Audit Committee, as defined in the Act of May 11, 2017, on statutory auditors, audit firms, and public oversight, which shall consist of no more than half of the members of the Supervisory Board, but no fewer than three members, including the Chair of the Audit Committee, who is appointed by the Supervisory Board. The Supervisory Board approves the Regulations of the Audit Committee.
2. The Supervisory Board shall appoint from among its members the Nomination and Remuneration Committee, which shall consist of no more than half of the members of the Supervisory Board, including the Chair of the Nomination and Remuneration Committee, who is appointed by the Supervisory Board. The Supervisory Board approves the Regulations of the Nomination and Remuneration Committee.
3. A member of the Audit Committee shall possess knowledge and skills in accounting or financial auditing, in particular if:
 - 1) They hold the qualifications of a statutory auditor, ACCA (Association of Chartered Certified Accountants) certification, CIMA (Chartered Institute of Management Accountants) certification, or other specialized national or international qualifications/certificates confirming knowledge of accounting or financial auditing; or
 - 2) They have sufficient, at least four years of, professional experience in a position directly related to financial accounting, managerial accounting, or financial auditing.In other cases, the knowledge and skills of a candidate for a member of the Audit Committee may be confirmed by:

- 1) Education directly related to accounting or financial auditing, confirmed by a university diploma or completed specialized courses or training in accounting or financial auditing, confirmed by diplomas or other documents; and
 - 2) Skills and experience in managerial accounting or financial auditing, acquired through at least four years of professional experience.
4. A member of the Audit Committee shall possess knowledge and skills in the industry in which the Company operates, in particular if:
- 1) They have sufficient, at least four years of, professional experience in a managerial or supervisory position in a company engaged in the production of rubber products, confirmed by a work certificate or other document; or
 - 2) They have education directly related to the field of chemistry or technology in the field of chemistry, confirmed by a diploma or other equivalent document from a higher education institution.

Chapter II. Composition of the Supervisory Board.

§ 9

1. The Supervisory Board shall consist of 5 to 7 members.
2. Members of the Supervisory Board shall be appointed for a joint three-year term of office. The term shall be calculated in full financial years.
3. Members of the Supervisory Board are appointed and dismissed by the General Meeting.

§ 10

1. The Supervisory Board shall consist of a Chairperson, a Vice-Chairperson (Deputy Chairperson), and members.
2. The remuneration of the members of the Supervisory Board shall be determined by the General Meeting.
3. The Company shall reimburse the members of the Supervisory Board for reasonable expenses incurred in connection with their participation in the activities of the Board.
4. The Supervisory Board may adopt a resolution to examine, at the Company's expense, a specific matter related to the Company's operations or assets by an advisor (Supervisory Board advisor) chosen for this purpose. The Supervisory Board advisor may also be

selected to prepare specific analyses and opinions. The maximum total cost of all advisors' fees that the Company may incur during the financial year shall be determined by a resolution of the General Meeting.

5. The Supervisory Board may appoint a Secretary of the Supervisory Board, whose duties shall include:
 - a) Preparing the documentation required to convene and hold meetings of the Supervisory Board;
 - b) Participating in meetings of the Supervisory Board;
 - c) Taking minutes of meetings of the Supervisory Board and its committees and presenting the minutes to the members of the Supervisory Board and its committees for signature;
 - d) Managing the office of the Supervisory Board.

Chapter III. Powers of the Supervisory Board

§ 11

1. In addition to other matters reserved by applicable law or the Company's Articles of Association, the powers of the Supervisory Board shall include:
 - 1) Evaluating the Management Board's report on the Company's operations and the financial statements for the previous financial year, in terms of their compliance with the books and documents, as well as the actual state of affairs;
 - 2) Reviewing the Management Board's proposals regarding the distribution of profit or coverage of loss;
 - 3) Submitting a written report to the General Meeting as required by applicable law;
 - 4) Entering into, terminating, and amending contracts with members of the Management Board, as well as determining the rules and amounts of their remuneration;
 - 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 cessation of such suspension;
 - 6) Approving Management Board motions regarding the acquisition and subscription of shares and stakes in companies, as well as the Company's participation in other

entities—the Supervisory Board may specify up to what amount, on what terms, and in what manner the Management Board may perform such actions without the Supervisory Board's approval;

- 7) Delegating Supervisory Board members to temporarily perform the duties of Management Board members who have been dismissed, resigned, or are otherwise unable to perform their duties;
- 8) Selecting the entity authorized to audit the financial statements, to which the audit of the Company's annual financial statements will be entrusted;
- 9) Establishing a consolidated text of the amended Articles of Association;
- 10) Granting consent to the acquisition or disposal of real property, perpetual usufruct, or shares in real property or perpetual usufruct;
- 11) Granting consent for the payment of an advance on the expected dividend;
- 12) Approving the multi-year development plans of the Company and the annual financial plans prepared by the Management Board;
- 13) Approving the annual budget and quarterly budget;
- 14) Approving expenditures not provided for in the approved budget and exceeding ordinary management of the Company in an amount exceeding 0.1% of the total assets, as determined by the last approved consolidated financial statements in accordance with accounting regulations;
- 15) Granting consent for the sale of the Company's assets exceeding 10% of the net value of fixed assets, excluding those that constitute saleable inventories as part of normal operations;
- 16) Granting consent for the incurrence of long-term loans and credits not provided for in the budget, other than trade credits taken in the ordinary course of business, and granting guarantees, warranties, and encumbering assets not provided for in the budget;
- 17) Granting consent for the employment of consultants and other external persons (excluding auditors) as consultants, lawyers, or agents if the annual total costs of engaging such persons exceed 0.1% of the total assets, as determined by the last approved consolidated financial statements in accordance with accounting regulations;

- 18) Granting consent for the assumption of liabilities not provided for in the budget, exceeding ordinary management of the Company, with a value exceeding 0.1% of the total assets, as determined by the last approved consolidated financial statements in accordance with accounting regulations;
 - 19) Approving the Management Board Regulations;
 - 20) Reviewing and issuing opinions on matters submitted by the Management Board for consideration by the General Meeting.
2. Employment contracts with members of the Management Board are concluded on behalf of the Company by the Chairman or another Supervisory Board member delegated from among its members. The same procedure applies to other employment-related actions concerning a Management Board member. However, prior Supervisory Board approval is required for the conclusion and termination of the employment contract, as well as for determining the remuneration for work.
 3. When a transaction between the Company and an affiliated entity requires the approval of the Supervisory Board, the Supervisory Board must, before adopting a resolution on granting approval, assess whether it is necessary to obtain an opinion from an external entity to conduct a valuation of the transaction and an analysis of its economic effects.
 4. If the transaction with an affiliated entity requires the approval of the General Meeting, the Supervisory Board shall issue an opinion on the advisability of entering into such a transaction. In such cases, the Supervisory Board shall assess whether it is necessary to obtain an external opinion as referred to in paragraph 3 above.

Chapter IV. Meetings and Resolutions of the Supervisory Board

§ 12

1. The Supervisory Board holds meetings and adopts resolutions at meetings held at the Company's headquarters, in Warsaw, or another location if justified by the Company's interest, as indicated in the notice convening the meeting.
2. The Supervisory Board may hold meetings using means of direct remote communication, and may also adopt resolutions without holding a meeting, subject to the conditions set out by applicable law, the provisions of the Articles of Association, and the Supervisory Board Regulations.

§ 13

1. The Chairman of the Supervisory Board, or in the event of their absence, the Vice-Chairman (Deputy Chairman), convenes meetings of the Supervisory Board by written invitation sent no later than seven days before the scheduled meeting date and chairs the meetings. The written invitation is sent to Supervisory Board members via the email system provided by the Company.
2. The period referred to in paragraph 1 above may be shortened by the Chairman of the Supervisory Board in justified cases.
3. Documents related to matters included in the agenda of the Supervisory Board meeting, particularly draft resolutions, should be sent to the Supervisory Board members via the electronic document-sharing system provided by the Company no later than seven days before the scheduled meeting date.
4. The period referred to in paragraph 3 above may be shortened by the person convening the meeting in justified cases.
5. The first meeting of the Supervisory Board cannot include resolutions on matters referred to in § 25(2)(5) of the Articles of Association, except for resolutions on the appointment of a Management Board member or members if the Management Board consists of fewer members than required by the Articles of Association. The next meeting of the Supervisory Board may take place no earlier than seven days after the first meeting; until then, the Supervisory Board may adopt resolutions in the manner specified in § 24(4) of the Articles of Association, except for matters referred to in § 25(2)(5) of the Articles of Association.
6. The Supervisory Board may hold meetings without formal notice if all members agree to this and do not object to the inclusion of individual matters on the agenda.

§ 14

1. The Supervisory Board meets as necessary, but at least once per quarter.
2. The Management Board or a Supervisory Board member may request a meeting of the Supervisory Board, providing a proposed agenda. The Chairman of the Supervisory Board, or in their absence, the Vice-Chairman (Deputy Chairman), convenes the meeting to take place no later than two weeks after receiving the request. If the Chairman of the Supervisory Board fails to convene the meeting in accordance with this provision, the requesting party

may convene it themselves, specifying the date, location, and proposed agenda. The meeting shall address the matters raised in the request. The meeting is chaired by a Supervisory Board member designated by the Supervisory Board members who exercised the right to convene the meeting, or if convened by the Management Board, by a Supervisory Board member designated by the Management Board.

§15

1. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting, and all members have been invited.
2. Members of the Supervisory Board may also participate in meetings via means of direct remote communication. The Supervisory Board shall establish detailed rules for participating in meetings through such means in the form of internal regulations.
3. Members of the Supervisory Board may take part in adopting resolutions by casting their votes in writing through another member of the Supervisory Board. Written voting may not apply to matters introduced to the agenda during the meeting of the Supervisory Board.
4. The Supervisory Board may adopt resolutions in writing or via means of direct remote communication. A resolution shall be valid if all members of the Supervisory Board have been informed of the content of the draft resolution, and at least half of the members participated in the vote.
5. A declaration of intent by a member of the Supervisory Board may be submitted in documentary form, and to be valid, it does not require filling out a form available in the teleinformation system, affixing a qualified electronic signature, a trusted signature, or a personal signature.
6. Resolutions of the Supervisory Board are adopted by a simple majority of votes. In the event of a tie, the Chairman of the Supervisory Board has the casting vote.
7. Voting by the Supervisory Board is open.

§ 16

1. Members of the Company's Management Board may be invited to a Supervisory Board meeting by its Chairman or another person chairing the meeting.
2. Meetings of the Supervisory Board concerning matters directly related to the Management Board or its members, particularly changes in the composition of the Management Board,

the liability of its members, and the determination of their remuneration, shall always be held without the participation of the Management Board members.

§ 17

1. The meetings of the Supervisory Board are opened by the Chairman of the Supervisory Board, who presides over the proceedings. In the absence of the Chairman, these duties shall be carried out by the Vice-Chairman of the Supervisory Board or another member of the Supervisory Board.
2. The meeting of the Supervisory Board shall begin with the verification of the attendance list and the correctness of the meeting's convening. Supervisory Board members who contest the meeting's proper convening should submit substantiated objections, which are to be recorded in the meeting minutes.
3. If objections are raised as specified in section 2, the Chairman of the meeting shall initiate a discussion, followed by a vote on the validity of the objections. If the resolution determines that the meeting was convened improperly, no further actions shall be taken, and the Chairman shall close the meeting. Before closing, the Supervisory Board shall adopt a resolution setting the next possible meeting date.

§ 18

1. After confirming the proper convening of the meeting, the Chairman shall present the agenda to the Supervisory Board members. Changes to the agenda require the adoption of a resolution in this regard by the Supervisory Board.
2. During the meeting, the Supervisory Board may adopt resolutions on matters not included in the proposed agenda, provided that no Supervisory Board member participating in the meeting objects to this.
3. Once the agenda has been read or a resolution under section 1 has been adopted, no further objections regarding the proper convening of the meeting may be raised by those participating in the meeting.
4. After the agenda has been read and accepted, the Chairman shall proceed with the handling of individual items listed in the agenda.

§ 19

1. The meetings of the Supervisory Board and its resolutions shall be recorded in the minutes. The minutes must include at least the agenda, the names of the Supervisory Board members who participated in the vote, and the number of votes cast on each resolution. The minutes shall also record any dissenting opinions expressed by a Supervisory Board member, along with any justification they may provide.
2. The minutes of the meeting shall be signed by all Supervisory Board members present at the meeting.
3. No member of the Supervisory Board may refuse to sign the minutes, even if they voted against a resolution and regardless of whether they requested their dissenting opinion to be recorded. If any member of the Supervisory Board refuses to sign the minutes, the Chairman of the Supervisory Board shall note this in the minutes.
4. The draft minutes of the Supervisory Board meeting shall be sent to the Supervisory Board members without delay but no later than 14 days from the date of the meeting.

§ 20

1. The documentation related to the meetings of the Supervisory Board and its Committees is filed in the Supervisory Board office and is available to its members.
2. At the latest, during each Supervisory Board meeting, the members present at the previous meeting shall personally or electronically sign the minutes of the previous meeting.
3. Supervisory Board members may also request a copy of the minutes after they have been prepared.
4. Materials prepared by the Management Board and Supervisory Board members shall be attached to the minutes.

§ 21

1. Objections to the content of the minutes may be raised by Supervisory Board members during the next meeting.
2. Amendments to the meeting minutes require a resolution of the Supervisory Board indicating the scope of the changes made to the minutes. Adopting such a resolution does not constitute a change in the agenda of the Supervisory Board meeting.

Chapter V. Final Provisions

§22

1. In matters not regulated by these Rules, the provisions of generally applicable law, the Company's Articles of Association, and resolutions of the General Meeting shall apply.
2. An appendix to the Rules is a list of email addresses of the Supervisory Board members. A Supervisory Board member is required to inform the Chairman of any changes to their email address. Changes to the email addresses of Supervisory Board members do not require an amendment to the Rules.
3. The Rules were adopted by resolution of the Supervisory Board on September 16, 2024.
4. The Rules shall come into force on the date of their adoption.
5. On the date the Rules come into force, the Rules of the Supervisory Board adopted on September 22, 2021, along with subsequent amendments, shall cease to be effective.