DRAFT RESOLUTION No. 23
OF THE ORDINARY GENERAL MEETING
SANOK RUBBER COMPANY SPÓŁKA AKCYJNA

convened for 29 June 2026

Resolution No. 23

of the Ordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok on 29 June 2026 on the repeal of *Resolution No. 3 of the Extraordinary General Meeting of Sanok Rubber Company S.A. ("the Company") of 28 September 2023 on the establishment of an incentive scheme* and the termination of the incentive scheme due to the failure to meet the performance condition

§ 1

The General Meeting, acting upon a motion by the Company's Supervisory Board and taking into account the consent previously given by *the Eligible Persons* to repeal the following resolution of the General Meeting and to terminate the incentive scheme, hereby resolves to repeal in its entirety *Resolution No. 3 of the Extraordinary General Meeting of Sanok Rubber Company S.A. ('the Company') of 28 September 2023 on the establishment of an incentive scheme*, as amended *by Resolution No. 2 of the Extraordinary General Meeting of Sanok Rubber Company S.A. ('the Company') of 14 November 2023 on the adoption of a share buy-back programme and the creation of a reserve fund for the purposes of such a programme, and on the adoption of amendments to Resolution No. 3 of the Extraordinary General Meeting of the Company dated 28 September 2023 on the establishment of an incentive scheme* with *ex nunc* effect, and to terminate the incentive scheme due to the failure to meet the performance condition.

§ 2

In connection with the completion of the share buy-back under the Share Buy-back Programme for the Incentive Scheme carried out pursuant to *Resolution No. 2 of the Extraordinary General Meeting of Sanok Rubber Company S.A. ("the Company") of 14 November 2023 on the adoption of a share buy-back programme and the creation of a reserve fund for the purposes of such a programme, and the adoption of amendments to Resolution No. 3 of the Extraordinary General Meeting of the Company of 28 September 2023 concerning the establishment of an incentive scheme*, the unused amount of PLN 5,691,720 (five million six hundred and ninety-one thousand seven hundred and twenty zlotys 00/100) shall be transferred from the reserve capital established pursuant to §5 of *Resolution No. 2* of *the Extraordinary General Meeting of Sanok Rubber Company S.A. of 14 November 2023* to the Company's supplementary capital.

§ 3

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

<u>Explanatory memorandum to Draft Resolution No. 23</u>:

In view of the current macroeconomic and geopolitical conditions (primarily the risks facing the automotive sector in which the Company operates), there are no reasonable grounds to expect that the performance criteria defined for the 2026–2029 programme years will be met, particularly as for the first year of the incentive programme, i.e. 2025 (the Group's EBITDA did not reach the performance threshold specified in the incentive scheme's terms and conditions), the performance condition was therefore not met. In view of the above circumstances and the facts presented, the incentive scheme has lapsed as a result of the performance condition for the vesting of entitlements not being met.