

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

dated June 28, 2016.

**Resolution no. 1**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 Mr. Grzegorz Rysz.

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,*

*including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 2**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby elects the Returning Committee composed of: Janusz Grządziel, Lesław Fedyń, Jerzy Malinowski.

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,*

*including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 3**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 with regard to the approval of the financial report of the Company for the year 2015 as well as to the Board report on the activities of the Company in the year 2015.

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 2015, 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 2015, and after having examined the report of the Supervisory Board on the results of verification of these documents, decides:

1. to approve the financial situation report (balance-sheet) made as of December 31, 2015 showing the sum of 581 223 196,47 zlotys on both the side of assets and liabilities,

2. to approve the profit and loss statement for the year 2015 showing net profit in the amount of 95 900 623,24 zlotys,
3. to approve the statement of comprehensive income for the year 2015 showing a total income in the amount of 96 249 012,19 zlotys,
4. to approve the cash flow statement for the year 2015 showing an increase in the amount of cash 19 980 174,52 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 391 380 145,83 zlotys as of December 31, 2015,
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 2015.

## § 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2015 together with the report of the Board on the activities of the Company in the year 2015 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.

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,*

*including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

### **Resolution no. 4**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 with regard to the approval of the consolidated financial report of the capital group Sanok Rubber Company for the year 2015 and of the report on the activities of the capital group in the year 2015.

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 2013, Item 330 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 2015, the group consisting of Sanok Rubber Company Spółka Akcyjna acting as the dominant entity and the following subsidiaries covered in the consolidated report:

- a) STOMIL SANOK DYSTRYBUCJA Limited Liability Company seated in Bogucin near Poznań,
- b) STOMET Limited Liability Company seated in Sanok,
- c) STOMIL Sanatorium & Tourism Limited Liability Company seated in Rymanów-Zdrój,
- d) Commercial and Service Enterprise STOMIL EAST Limited Liability Company seated in Sanok,

- e) Stomil Sanok WIATKA Joint Stock Company seated in Kirov (Russia),
- f) Stomil Sanok RUS Limited Liability Company seated in Moscow (Russia),
- g) Stomil Sanok BR Foreign Private Production Unitary Enterprise seated in Brest (Belarus),
- h) Stomil Sanok Ukraine Limited Liability Company seated in Równe (Ukraine),
- i) Sanok (Qingdao) Auto Parts Limited Liability Company seated in Jiaozhou (China),
- j) Rubber & Plastic Systems S.A.S seated in Villers-la-Montagne (France)
- k) Drahtex Automotive GmbH seated in Grefrath (Germany)

decides:

1. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2015 showing the sum of 670 082 thousand zlotys on both the side of assets and liabilities,
2. approve the consolidated profit and loss statement for the year 2015 showing net profit in the amount of 97 588 thousand zlotys,
3. to approve the consolidated statement of comprehensive income for the year 2015 showing a total income in the amount of 91 194 thousand zlotys
4. to approve the consolidated statement of changes in the share capital showing it to be on the level of 405 898 thousand zlotys as of December 31, 2015,
5. to approve the consolidated cash flow report for the year 2015 showing an increase in the amount of cash 20 322 thousand zlotys
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 2015.

## § 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2015 together with the report on the activities of the Capital Group in the year 2015 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.

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,*

*including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

### **Resolution no. 5**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

## § 1

The General Meeting grants Mr Marek Łęcki – the President of the Board of the Company – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 10.458.375, representing 38,9049% of the share capital.*

*Total number of valid votes – 10.458.375, including votes “for” – 10.458.375, “against” – 0 and “abstaining” – 0.*

**Resolution no. 6**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

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 Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996, including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 7**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

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 Member of the Board of the Company – the vote of acceptance on performance of her duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 13.456.475, representing 50,0577% of the share capital.*

*Total number of valid votes – 13.456.475, including votes “for” – 13.456.475, “against” – 0 and “abstaining” – 0.*

**Resolution no. 8**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

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 Member of the Board of the Company since 17 November 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,  
including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 9**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

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 Kotar – the Member of the Board of the Company till 18 March 2016 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,  
including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 10**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

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 Board of the Company till 24 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 13.521.176, representing 50,2984% of the share capital.*

*Total number of valid votes – 13.521.176, including votes “for” – 13.521.176, “against” – 0 and “abstaining” – 0.*

**Resolution no. 11**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 28, 2016 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 2015.

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. Jerzy Gabrielczyk – the President of the Supervisory Board – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996, including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 12**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

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 Vice President of the Supervisory Board of the Company – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,  
including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 13**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

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 since 26 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 13.521.176, representing 50,2984% of the share capital.*

*Total number of valid votes – 13.521.176,  
including votes “for” – 13.521.176, “against” – 0 and “abstaining” – 0.*

**Resolution no. 14**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

Based on the article 395 §2 point 3) of the Commercial Companies' Code as well as §19 section 3 point 1) of the Company's Articles of Association, the following is hereby adopted:

§ 1

The General Meeting grants Mr. Jan Woźniak – the Member of the Supervisory Board of the Company since 26 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,  
including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 15**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

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. Karol Żbikowski – the Member of the Supervisory Board of the Company since 26 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996, including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

**Resolution no. 16**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

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 Rysz – the Member of the Supervisory Board of the Company till 26 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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

*Number of shares on which valid votes were cast – 14.828.995, representing 55,1634% of the share capital.*

*Total number of valid votes – 14.828.995, including votes “for” – 14.828.995, “against” – 0 and “abstaining” – 0.*

**Resolution no. 17**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

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. Michał Suflida – the Member of the Supervisory Board of the Company till 26 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

§ 2

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



*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,*

*including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

### **Resolution no. 18**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 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 2015.

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. Wojciech Adamczyk – the Member of the Supervisory Board of the Company till 26 June 2015 – the vote of acceptance on performance of his duties in the year 2015.

#### § 2

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

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996,*

*including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*

### **Resolution no. 19**

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 28, 2016 with regard to the split of the clear profit shown in the financial report Sanok Rubber Company Spółka Akcyjna for the year 2015

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 2015 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 2015 in the amount 95 900 623,24 zlotys in the following way:

1. the amount of 26 881 922,00 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
  - a) the amount of dividend per single share: 1,00 zlotys,
  - b) the date of dividend: July 6, 2016
  - c) the date of payment of dividend: July 22, 2016
2. the amount of 69 018 701,24 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.

*Number of shares on which valid votes were cast – 14.828.996, representing 55,1635% of the share capital.*

*Total number of valid votes – 14.828.996, including votes “for” – 14.828.996, “against” – 0 and “abstaining” – 0.*