

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

summoned to be held on June 26, 2017.

Resolution no. 1

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 26, 2017 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 26, 2017 with regard to electing the Returning Committee

The Ordinary General Meeting of Shareholders hereby elects the Returning Committee composed of:

Resolution no. 3

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 26, 2017 with regard to the approval of the financial report of the Company for the year 2016 as well as to the Board report on the activities of the Company in the year 2016.

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 2016, 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, 2016 showing the sum of 724 050 140,31 zlotys on both the side of assets and liabilities,
2. to approve the profit and loss statement for the year 2016 showing net profit in the amount of 120 273 669,66 zlotys,
3. to approve the statement of comprehensive income for the year 2016 showing a total income in the amount of 120 273 669,66 zlotys,
4. to approve the cash flow statement for the year 2016 showing an increase in the amount of cash 74 528 730,89 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 493 361 011,25 zlotys as of December 31, 2016,
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 2016.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2016 together with the report of the Board on the activities of the Company in the year 2016 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 26, 2017 with regard to the approval of the consolidated financial report of the capital group Sanok Rubber Company for the year 2016 and of the report on the activities of the capital group in the year 2016.

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 2016, Item 1047 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) Draftex Automotive GmbH seated in Grefrath (Germany)
- l) Qingdao Masters of Rubber and Plastic Co., Ltd seated in Jiaozhou (Chiny)

decides:

1. to approve the consolidated financial situation report (balance-sheet) made as of December 31, 2016 showing the sum of 817 177 thousand zlotys on both the side of assets and liabilities,

2. approve the consolidated profit and loss statement for the year 2016 showing net profit in the amount of 104 936 thousand zlotys,
3. to approve the consolidated statement of comprehensive income for the year 2016 showing a total income in the amount of 106 502 thousand zlotys
4. to approve the consolidated statement of changes in the share capital showing it to be on the level of 491 538 thousand zlotys as of December 31, 2016,
5. to approve the consolidated cash flow report for the year 2016 showing an increase in the amount of cash 74 304 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 2016.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2016 together with the report on the activities of the Capital Group in the year 2016 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. 5

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 26, 2017 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 2016.

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 2016.

§ 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 26, 2017 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 2016.

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 2016.

§ 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 26, 2017 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 2016.

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 2016.

§ 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 26, 2017 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 2016.

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 – the vote of acceptance on performance of his duties in the year 2016.

§ 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 26, 2017 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 2016.

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 2016.

§ 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 of June 26, 2017 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 2016.

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 2016.

§ 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 26, 2017 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 2016.

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 2016.

§ 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 26, 2017 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 2016.

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 2016.

§ 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 26, 2017 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 2016.

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 – the vote of acceptance on performance of his duties in the year 2016.

§ 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 26, 2017 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 2016.

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 – the vote of acceptance on performance of his duties in the year 2016.

§ 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 26, 2017 with regard to the split of the clear profit shown in the financial report Sanok Rubber Company Spółka Akcyjna for the year 2016

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 2016 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 2016 in the amount 120 273 669,66 zlotys in the following way:

1. the amount of 96 774 919,20 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
 - a) the amount of dividend per single share: 3,60 zlotys,
 - b) the date of dividend: July 6, 2017

- c) the date of payment of dividend: July 26, 2017
- 2. the amount of 23 498 750,46 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.