

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

summoned to be held on June 27, 2018.

Resolution no. 1

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok of June 27, 2018 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 27, 2018 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 27, 2018 with regard to the approval of the financial report of the Company for the year 2017 as well as to the Board report on the activities of the Company in the year 2017.

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 2017, 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 2017, 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, 2017 showing the sum of 773 400 539,18 zlotys on both the side of assets and liabilities,
2. to approve the profit and loss statement for the year 2017 showing net profit in the amount of 107 752 541,98 zlotys,
3. to approve the statement of comprehensive income for the year 2017 showing a total income in the amount of 106 927 717,07 zlotys,
4. to approve the cash flow statement for the year 2017 showing an decrease in the amount of cash 93 006 088,07 zlotys,
5. to approve the statement on changes in the share capital showing it to be on the level of 505 937 458,12 zlotys as of December 31, 2017,
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 2017.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the financial report for the year 2017 together with the report of the Board on the activities of the Company in the year 2017 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 27, 2018 with regard to the approval of the consolidated financial report of the capital group Sanok Rubber Company for the year 2017 and of the report on the activities of the capital group in the year 2017.

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 2017, 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, 2017 showing the sum of 843 573 thousand zlotys on both the side of assets and liabilities,

2. approve the consolidated profit and loss statement for the year 2017 showing net profit in the amount of 81 049 thousand zlotys,
3. to approve the consolidated statement of comprehensive income for the year 2017 showing a total income in the amount of 78 023 thousand zlotys
4. to approve the consolidated statement of changes in the share capital showing it to be on the level of 473 796 thousand zlotys as of December 31, 2017,
5. to approve the consolidated cash flow report for the year 2017 showing an decrease in the amount of cash 98 741 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 2017.

§ 2

The General Meeting obligates the Board of the Company to immediately submit the consolidated financial report for the year 2017 together with the report on the activities of the Capital Group in the year 2017 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 27, 2018 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 2017.

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 President of the Board of the Company – the vote of acceptance on performance of his duties in the year 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 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 2017.

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 Dołęga – the Member of the Board of the Company – the vote of acceptance on performance of his duties in the year 2017.

§ 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 27, 2018 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 2017.

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 till 17 October 2017 – the vote of acceptance on performance of his duties in the year 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 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 2017.

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 2017.

§ 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 27, 2018 with regard to the split of the clear profit shown in the financial report Sanok Rubber Company Spółka Akcyjna for the year 2017

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 2017 in the amount 107 752 541,98 zlotys in the following way:

1. the amount of 80 645 766,00 zlotys is to be assigned for distribution among shareholders in the form of dividend, however:
 - a) the amount of dividend per single share: 3,00 zlotys,
 - b) the date of dividend: July 6, 2018

- c) the date of payment of dividend: July 26, 2018
2. the amount of 557 443,83 zlotys is to be assigned to the Company Social Benefits Fund
3. the amount of 26 549 332,15 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.

Resolution no. 16

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard to appointment of the President of the Supervisory Board

Based on §20 section 2 and section 5 of the Company's Articles of Association, the following is hereby adopted:

§1

As of 27 June 2018 the Ordinary General Meeting appoints as President of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 17

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard to appointment of the Vice President of the Supervisory Board

Based on §20 section 2 and section 5 of the Company's Articles of Association, the following is hereby adopted:

§1

As of 27 June 2018 the Ordinary General Meeting appoints as Vice President of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 18

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard to appointment of the Member of the Supervisory Board

Based on §20 section 2 and section 5 of the Company's Articles of Association, the following is hereby adopted:

§1

As of 27 June 2018 the Ordinary General Meeting appoints as Member of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 19

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard to appointment of the Member of the Supervisory Board

Based on §20 section 2 and section 5 of the Company's Articles of Association, the following is hereby adopted:

§1

As of 27 June 2018 the Ordinary General Meeting appoints as Member of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Resolution no. 20

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard to appointment of the Member of the Supervisory Board

Based on §20 section 2 and section 5 of the Company's Articles of Association, the following is hereby adopted:

§1

As of 27 June 2018 the Ordinary General Meeting appoints as Member of the Supervisory Board.

§2

Appointment of Members of Supervisory Board takes place for a period of common three-year tenure.

§3

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

Statement of reasons for draft Resolutions No. 16–20:

Adoption of resolutions concerning the appointment of the members of the Company's Supervisory Board is justified by the fact that, on the day of holding the General Shareholders Meeting approving the financial statements for 2017, which is the last full financial year in which the existing members of the Supervisory Board, as appointed by the General Shareholders Meeting on 26 June 2015 for a joint three-year term of office, performed their functions, the mandates of the existing members of the Supervisory Board expire.

Resolution no. 21

of the Ordinary General Meeting of Shareholders Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard on setting the remuneration of Members of the Supervisory Board of the Company

Based on § 19 section 3 point 11) of the Company's Articles of Association and based on §1 of the Resolution of the Ordinary General Meeting No.17 from 20 May 2005 with regard on principles and procedures of setting the remuneration of Members of the Supervisory Board of the Company, the following is hereby adopted:

§1

1. The remuneration of Members of the Supervisory Board is settling of the following amount:
 - a) President of the Supervisory Board – monthly 10 000,00 remuneration of zlotys;
 - b) Vice President of the Supervisory Board of the Company - monthly 8 000,00 remuneration of zlotys;
 - c) Member of the Supervisory Board - monthly 7 000,00 remuneration of zlotys;
2. The Member of the Supervisory Board who is a member of the Audit Committee receives an additional remuneration of 2 000,00 monthly.
3. The remuneration is entitled irrespective of the frequency of convening sittings of the supervisory board.
4. The remuneration is paid every month from the hole in the payday of the remuneration in the Company.

§2

The General Meeting repeals the Resolution of the Ordinary General Meeting No. 22 from 26 June 2015 with regard to changing the amount of remuneration paid to Members of the Supervisory Board.

§3

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

Statement of reasons for draft Resolution No. 21:

In accordance with the provisions of Resolution No. 17 of the Ordinary General Shareholders Meeting of Sanockie Zakłady Przemysłu Gumowego STOMIL SANOK Spółka Akcyjna of Sanok of 20 May 2005 regarding the principles and procedures for determining the remunerations of the members of the Supervisory Board, the remuneration of the members of the Supervisory Board is specified by the General Shareholders Meeting that appoints the Supervisory Board for a new term of office, and, when convening the General Meeting that is to appoint the Supervisory Board for a new term of office, the Management Board includes in the agenda of the Meeting an item concerning the specification of the remuneration of the members of the Management Board. The remunerations of the members of the Supervisory Board specified in the draft resolution consider the principles specified in Resolution No. 17 of the General Meeting of 20 May 2015, as referred to above.

Resolution no. 22

of the Ordinary General Meeting of Shareholders of Sanok Rubber Company Spółka Akcyjna in Sanok, dated June 27, 2018 with regard amendments to the Company's Articles of Association and authorization the Supervisory Board to define a uniform text of the Articles of Association.

Under Art. 430 §§ 1 and 5 of the Polish Commercial Companies Code, it is adopted as follows:

§1

In the Company's Articles of Association is amended as follows:

1 / in §18 sec. 3 receives the following new content:

“3. A resolution concerning dematerialization of the Company’s shares shall be taken with a majority of 9/10 of the votes cast in the presence of shareholders representing at least 50% of the share capital.”

2/ in §20 deleted sec. 3

3/ in §34 sec. 2 receives the following new content:

“2. Subject to the mandatory provisions of law, the day as of which the list of shareholders entitled to the dividend for a given financial year is produced (dividend date) and the date of payment of dividend shall be specified by the General Meeting. The dividend date can be determined on the day falling no earlier than 5 days and not later than three months from the day of adoption of this resolution. The date of payment of dividend can be determined within the three months, counting from the dividend date.”

§2

The Supervisory Board of the Company is authorized to determine the uniform text of the Articles of Association of the Company, taking into account the changes introduced to the Statute by this resolution of the Ordinary General Meeting of Shareholders.

§3

The Ordinary General Meeting of Shareholders obliges The Supervisory Board of the Company to immediate notification of changes in the Company Statute, resulting from this resolution into the register of companies of the National Court Register.

§4

The resolution shall come into effect on the date of its adoption however the legal consequences of amendment of the Statue shall arise upon registration of amendments in the National Court Register.

Statement of reasons for draft Resolution No. 22:

The proposed amendments to the Company’s Articles of Association justified by the necessity to adapt the provisions of the Statute to the currently applicable provisions of law. (...)