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**DRAFT RESOLUTION
OF THE EXTRAORDINARY GENERAL MEETING
SANOK RUBBER COMPANY SPÓŁKA AKCYJNA**

*convened on 19 February 2026
submitted by Shareholder Marek Łęcki*

Resolution No. [...]

of the Extraordinary General Meeting of Sanok Rubber Company Spółka Akcyjna in Sanok (the "Company") of 19 February 2026 on authorising the Management Board to acquire the Company's own shares under a share buy-back programme for the purpose of redemption and creation of a reserve capital for the purposes of such a programme

§ 1.

Share buyback programme for redemption

Acting pursuant to Article 393(6) in conjunction with Article 362 § 1(8) and Article 362§1(5) and §2 of the Commercial Companies Code ("CCC") The Extraordinary General Meeting of the Company ("**General Meeting**") hereby approves and authorises the Management Board of the Company ("Management Board") to acquire fully paid-up ordinary bearer shares of *the Company* ("**Shares**") on the terms specified in § 2 -§ 7 of this resolution ("**Share Buyback Programme for the purpose of redemption**").

§ 2.

Terms and conditions of the acquisition of Shares

The acquisition *of Shares* under *the Programme for the acquisition of own shares for redemption* shall be carried out on the following terms:

1. *The Company* may acquire no more than 5,376,384 (in words: five million three hundred and seventy-six thousand three hundred and eighty-four) *Shares*, representing, on the date of adoption of this resolution, a total of no more than 20% of *the Company's* share capital, provided that, pursuant to Article 362 §2(2) *of the Commercial Companies Code*, the total nominal value of the acquired shares may not exceed 20% of the Company's share capital, including the nominal value of other own shares that have not been sold by the Company;
2. the purchase price *of the Shares* may not exceed PLN 22.50 (in words: twenty-two zlotys 50/100) per *Share* , with the proviso that, pursuant to Article 362 §2(3) *of the Commercial Companies Code*, the total purchase price of own shares, increased by the costs of their acquisition, may not exceed the reserve capital created for this purpose from the amount which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution;
3. the authorisation of *the Management Board* to acquire *Shares* shall be valid from the date of adoption of this Resolution until 19 February 2029 (), but no longer than until the reserve capital created for the purpose of acquiring *Shares* has been fully utilised;

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4. ***The programme for the acquisition of own Shares for redemption*** may be implemented in tranches or stages, the commencement and completion of which shall be announced by the Management Board through current reports made public;
5. ***The Shares*** will be acquired as follows:
 - a. ***the Company*** submitting a voluntary offer (one or more) to all shareholders to purchase ***Shares***, provided that if the number of ***Shares*** for which ***the Company's*** shareholders, in response to ***the Company's*** offer, submit offers to sell ***Shares***, exceeds the above limit, ***the Company*** will be obliged to carry out a proportional reduction of all ***Shares*** submitted as part of the offers to sell by ***the Company's*** shareholders; or
 - b. transactions concluded on the regulated market operated by the Warsaw Stock Exchange.
6. ***The Shares*** may be acquired directly by ***the Company*** or through a brokerage firm selected by ***the Management Board***.
7. ***Shares*** acquired by ***the Company*** under ***the Share Buyback Programme for redemption*** will be allocated for redemption.

§ 3.

Disclosure obligations

1. During the period of authorisation granted under this resolution, ***the Management Board*** shall be required to present at each ***General Meeting*** information on the current status of the number and nominal value of ***Shares*** acquired by ***the Company*** and their share in ***the Company's*** share capital.
2. Notwithstanding paragraph 1 above, information on the ***Company's*** acquisition of ***Shares*** under the ***Share Buyback Programme for redemption*** shall be disclosed by ***the Company*** to the public immediately after the occurrence of events justifying the disclosure of such information, with the proviso that after the completion of ***the Share Buyback Programme for redemption***, ***the Management Board*** shall publish a summary report on its implementation and, within the time limits and to the extent required by law, as part of the periodic reports published by ***the Company***.

§ 4.

Authorisation of ***the Management Board*** to determine other conditions

The General Meeting authorises ***the Management Board*** to determine the remaining rules for the acquisition of ***Shares*** under ***the Share Buyback Programme for redemption***, to the extent not regulated in this resolution or in mandatory provisions of law, including to conclude an agreement with an investment firm on the purchase of own shares and to conclude agreements on the purchase of ***Shares*** with individual shareholders.

§5.

Creation of a reserve capital

In order to finance the acquisition of ***Shares*** under ***the Share Buyback Programme for redemption***, pursuant to the provisions of §19(3)(8) of the Company's Articles of Association, the provisions of Article 396 § 4 and 5 in conjunction with Article 362 § 2 point 3) and Article 348 § 1 of the Commercial Companies Code, the General Meeting resolves to establish a reserve capital

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for the purposes *of the Share Buyback Programme for redemption* and intended to pay the price for *the Shares* acquired by *the Company* under *the Share Buyback Programme for redemption* and to cover the costs of their acquisition. For the purposes of funding the reserve capital referred to in the preceding sentence, the amount of PLN 121,500,000 (say: one hundred and twenty-one million five hundred thousand zlotys) shall be transferred from *the Company's* supplementary capital (from the funds of this capital derived from profit, which may be allocated to the payment of dividends) to the reserve capital created for the purposes of implementing *the Share Buyback Programme for redemption*. Thus, *the Company's* supplementary capital is reduced accordingly by the amount of the reserve capital created.

§6.

Authorisation of the Management Board to terminate the Share Buyback Programme for redemption

The Management Board may terminate *the Share Buyback Programme for redemption purposes* before the expiry of the period referred to in § 2(3) or before the exhaustion of all funds allocated for the purchase of Shares under *the Share Buyback Programme for redemption purposes*, or may decide not to purchase *the Shares* in whole or in part.

§7.

Executive authorisations

The Management Board is authorised to take all factual and legal actions necessary to implement *the Programme for the acquisition of own shares for redemption* and the acquisition *of Shares* in accordance with the provisions of this resolution, including in particular the determination of detailed rules for the acquisition *of Shares* in matters not specified in this resolution.

§8.

Final provisions

This resolution shall enter into force upon its adoption.

Justification for the draft Resolution:

The purpose of the share buyback is to create a real opportunity to increase the liquidity of the Company's shares.