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RULES of the General Meeting of TOYA S.A.;
Consolidated text
adopted by the General Meeting on 24 June 2025
Convening the General Meeting

§ 1

1. General Meetings of TOYA S.A. (the Company) shall be held in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Articles of Association and the provisions of these Rules, taking into account other generally applicable laws.
2. Subject to the cases set out in the Code of Commercial Companies and Partnerships, the General Meeting, if duly convened, is valid and capable of passing resolutions regardless of the number of shares represented at the Meeting.
3. The General Meeting of the Company shall be convened by an announcement made on the Company's website and as prescribed for the transmission of current information, in accordance with generally applicable regulations. The announcement should be made at least twenty-six days before the date of the General Meeting.
4. The announcement of the General Meeting of the Company shall contain at least
 - 1) date, time and venue of the General Meeting and detailed agenda.
 - 2) a precise description of the procedures for attending the General Meeting and exercising voting rights, in particular information on:
 - a) The shareholder's right to request that specific items be placed on the agenda of the meeting
 - b) The shareholder's right to submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda before the date of the General Meeting
 - c) The shareholder's right to submit draft resolutions concerning the items placed on the agenda during the General Meeting
 - d) Information on the manner of exercising the voting right by a proxy, including in particular the forms used during voting by the proxy, and the manner of notifying the Company by electronic means of communication of the appointment of the proxy
 - e) The option and method of participation in the General Meeting by means of electronic communication
 - f) Expressing opinions during the General Meeting by means of electronic communication
 - g) Exercising voting rights by means of correspondence or by electronic means of communication
 - h) The Shareholder's right to ask questions related to items on the agenda of the general meeting
 - 3) Date of registration of participation in the General Meeting.
 - 4) Information that only persons who are shareholders of the Company as at the date of registration for the General Meeting have the right to attend the General Meeting,
 - 5) An indication of where and how a person entitled to attend the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and the draft resolutions
 - 6) Address of the website where the information concerning the General Meeting shall be made available



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- the committee unfavourable to the person whose case has been considered may be appealed by that person to the General Meeting, which shall decide the matter by voting.
5. If a Participant leaves the room during the General Meeting, the Chairman shall correct the attendance list, recording the time when the Participant left the room, and recounts the number of votes and the percentage of share capital represented. After the count, the Chairman determines whether the General Meeting has the required number of Participants and the majority needed to pass resolutions, especially if resolutions requiring a qualified majority are to be voted on.
 6. A late Participant entitled to attend the General Meeting must be admitted to the meeting. The Chairman shall then order a correction to the attendance list, recording the arrival time of the late Participant, the agenda item starting from which that person is participating in the General Meeting and recalculate the number of votes and the number of Participants represented as at the time of arrival of the late attendee. Attendance at the General Meeting by persons other than shareholders.

§ 4

1. The members of the Management Board and Supervisory Board participate in General Meetings in numbers allowing provision of meaningful answers to questions asked during the General Meeting. If the attendance of any of the members of these bodies is impossible for valid reasons, the reasons for their absence will be presented to the participants of the General Meeting.
2. Members of the Management Board and Supervisory Board of the Company attending the General Meeting should, within the limits of their competence and to the extent necessary for the resolution of the issues on the agenda, provide explanations and information concerning the Company to the Participants, subject to the restrictions imposed by the applicable regulations. In cases requiring specific, specialised knowledge in the given field, a Member of the Management Board or the Supervisory Board may designate a person from among the Company's employees to provide such information or explanations.
3. The auditor auditing the financial statements of the Company shall be invited to the General Meeting, in particular when an item concerning the financial affairs of the Company is on the agenda.
4. The proceedings of the General Meeting may be broadcast via the Internet. Information on the public broadcast of the meeting will be posted on the Company's website immediately prior to the General Meeting.

Proceedings of the General Meeting

§ 5

1. The General Meeting is opened by the Chairman of the Supervisory Board or, in his/her absence, by the Vice-Chairman of the Supervisory Board, or by a person designated by the Chairman of the Supervisory Board or the Vice-Chairman of the Supervisory Board respectively, and orders and conducts the election of the Chairman from among the persons entitled to vote.
2. Until the aforementioned elections are held, the person opening the General Meeting shall have the powers of the Chairman.
3. Each Participant in the General Meeting has the right to stand for election as a Chairman candidate, as well as to put forward one nomination for this position.



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4. The proposed candidate is entered into the list of candidates after declaring that he/she accepts the candidature.
5. The election of the Chairman of the General Meeting shall be held by secret ballot. The person opening the General Meeting shall ensure the proper conduct of the voting and announce the results.

§ 6

1. The Chairman ensures that the meeting proceeds smoothly and that the rights and interests of all shareholders are respected. In particular, the Chairman should counteract the abuse of power by the Participants and ensure that the rights of minority shareholders are respected.
2. Without good reason, the Chairman should not resign from his or her office, nor should he or she delay the signing of the minutes of the General Meeting without a valid reason.
3. In addition to the other duties and powers set out in these Rules, the duties and powers of the Chairman of the General Meeting include in particular:
 - 1) Stating that the General Meeting has been properly convened and is competent and able to adopt resolutions;
 - 2) Presentation of the announced agenda of the General Meeting,
 - 3) Giving or taking away the floor to and from a Participant who makes an obviously off-topic statement or whose statement violates the rules of decent behaviour,
 - 4) Announcing a vote and ensuring that voting runs smoothly and announcing the results,
 - 5) Removing from the meeting room persons who are not entitled to participate in the General Meeting or who disrupt the proceedings,
 - 6) Ordering adjournments of the proceedings, subject to the provisions of § 8(5),
 - 7) Resolving doubts regarding the Rules, if necessary after consultation with the persons mentioned in paragraph 5,
 - 8) Closing the General Meeting after exhaustion of the agreed agenda.
4. The Chairman has the right to appoint a Secretariat of the General Meeting (Secretariat) to work with the Chairman during the General Meeting, including 1-3 persons.
5. The Chairman of the General Meeting has the right to consult a public notary, lawyers and other independent advisers engaged by the Company's Board of Directors to handle the General Meeting. The Chairman informs the attendees of the presence of such advisers at the General Meeting.

§ 7

1. The Secretariat appointed in accordance with § 6(4):
 - 1) Cooperates with the Chairman and a representative of the company providing electronic support for the General Meeting to ensure that voting takes place correctly, taking into account the current attendance list of the General Meeting Participants,
 - 2) Provides the Chairman with the documents stating the results of the vote,
 - 3) Accepts written motions and draft resolutions submitted by the Participants,
 - 4) Performs other auxiliary activities related to the proceedings, including voting.
2. The General Meeting may resolve to elect committees to assist the Chairman in his/her duties, in particular a Returning Committee or a Resolutions and Motions Committee.



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§ 8

1. Each Participant at the General Meeting has the right to propose a formal motion.
 2. Formal motions are deemed to be motions on the manner of deliberations and voting, and in particular concerning the following:
 - 1) Adjourning or closing the discussion,
 - 2) Breaks in the proceedings,
 - 3) The order of voting on motions put forward under the particular agenda item,
 - 4) Closing the list of candidates for voting.
 3. Subject to paragraph 5, the submitted formal motions shall be decided by the Chairman and, in the event of an objection to his/her decision by a Participant, by a vote.
 4. The Chairman may order a short break in the proceedings, in particular in order to:
 - 1) Enable the formulation of conclusions,
 - 2) Agree on the positions of the Participants,
 - 3) Consult the persons referred to in § 6(5),
 - 4) Enable the Management Board and the Supervisory Board to take a position,
 - 5) In other cases, as required, in particular when the General Assembly lasts longer than 2 hours.
- The ordered breaks must not be intended to impede the exercise of rights of the Participants.
5. If a break would result in the General Meeting being adjourned at least until the following day, a resolution to that effect must be adopted by the General Meeting with a two-thirds majority of votes. Such breaks may not last longer than 30 days in total.

§ 9

1. Subject to the provisions of § 8, each Participant should only speak on matters on the adopted agenda currently under consideration, in particular by asking questions to the Company's representatives. Proposals for draft resolutions or amendments thereto should be submitted, with justification, in writing to the Secretariat or, failing that, to the Chairman. When speaking or making a proposal, the Participant should provide his or her name and surname, and if he/she does represents another person, also the relevant data of the shareholder.
2. The Chairman shall call upon the Participants to speak in the order in which they have requested, and to provide a reply upon exhaustion of the list of speakers on a particular item on the agenda. The Chairman may grant the members of the Supervisory Board and the Management Board of the Company the right to speak out of turn.
3. The Chairman may limit the time for General Meeting Participants to speak if such a number of Participants declare their intention to participate in the discussion that the failure to introduce a time limit for individual Participants to speak could prevent the General Meeting from proceeding smoothly taking into account the agenda. Limiting the speaking time must not lead to a restriction of shareholders' rights. A Participant may also speak by submitting a statement, question or request in writing. Once the list of speakers has been exhausted, the Chairman shall inform the General Meeting of the content of such speeches and arrange for explanations to be provided and, if necessary, put the submitted motions to the vote. If there is any doubt as to the wording of a motion to be voted on, a Participant may ask the Chairman to read its contents out before voting.
4. A Participant in the General Meeting who, has requested that his or her objection be recorded in the minutes after the General Meeting has adopted a resolution against which he or she has voted, shall have the opportunity to present a concise justification of that objection.
5. Questions asked in connection with the General Meeting, together with the provided answers,



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shall be posted by the Company on its website immediately following the General Meeting.

§ 10

1. No resolution may be passed on items not on the agenda, unless the entire share capital is represented at the General Meeting and none of those present objects to the passing of the resolution.
2. The General Meeting may at any time pass a resolution to convene an Extraordinary General Meeting, resolutions related to the announced agenda and resolutions of procedural nature, which include:
 - 1) a resolution to change the order in which individual agenda items are discussed,
 - 2) a resolution to remove individual items from the agenda,
 - 3) a resolution on the voting method,
 - 4) a resolution to adjourn the meeting.
3. A request for a resolution to take a particular matter off the agenda should be justified. A matter, the consideration of which is mandatory under current legislation, may not be removed from the agenda.

Adoption of resolutions

§ 11

1. A resolution is deemed to have been adopted if shareholders representing the majority of votes required under the Code of Commercial Companies and Partnerships or the Articles of Association have voted in favour of it.
2. If amendments to a draft resolution have been proposed, such proposals, subject to § 8(2), shall be voted on in the order established by the Chairman, and then the entire draft resolution shall be subject to voting, including the adopted amendments.

§ 12

1. Subject to paragraph 2, the voting shall be open.
2. A secret ballot shall be ordered by the Chairman during elections and when voting on motions for the dismissal of members of the Company's governing bodies or for holding them liable, as well as in personal matters. The Chairman shall also order a secret ballot on other matters at the request of even one of the Participants, with the exception of ballots on formal motions.
3. Voting and the vote counting shall be carried out by means provided by a computer-assisted vote-counting company or by any other method specified in the voting instructions presented by the Chairman.

Election of Supervisory Board members

§ 13

1. The Supervisory Board consists of five to seven members appointed for a joint term of office as indicated in the Articles of Association. The number of members of the Supervisory Board for a given term of office is determined by the General Meeting.
2. The following rules apply to the appointment of Supervisory Board members by the General Meeting.
3. Together with the consent to be appointed to the Supervisory Board and the curriculum vitae



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- referred to in paragraph 4, the candidate for an independent member of the Supervisory Board shall submit a written declaration that he or she meets the independence criteria referred to in the Articles of Association.
4. Each Participant of the General Meeting has the right to propose candidates for a member of the Supervisory Board. The candidature shall be submitted with a justification and a brief curriculum vitae of the candidate, covering in particular his/her educational background and past professional experience.
 5. The proposed candidate shall be entered into the list of candidates after submitting a declaration that he/she accepts the candidacy and that he/she meets the criteria adopted by the Company for recognition as an independent member of the Supervisory Board, as well as any other declarations required by generally applicable regulations.
 6. The inclusion of a candidate absent from the General Meeting in the list of candidates shall take place upon presentation of the following items by the proposing person:
 - 1) the candidate's written consent to stand as a candidate, together with a declaration that he or she meets the requirements of independence, or
 - 2) a written declaration of the candidate's suitability to stand as a candidate and of his/her fulfilment of the criteria of independence; and
 - 3) other declarations by the candidate as required by law, submitted in the appropriate form.
 7. At the request of the Chairman or any other Participant, the list of candidates for the Supervisory Board may be closed by the Chairman if the number of candidates to be elected is at least equal to the number of seats to be filled on the Supervisory Board.
 8. The list of candidates proposed for members of the Supervisory Board shall be drawn up in alphabetical order by the Secretariat of the General Meeting.
 9. Voting for members of the Supervisory Board shall take place separately for each candidate, by a secret ballot with a simple majority. A vote cast for more candidates than the number of seats is considered invalid. The Supervisory Board shall include the candidates who, by obtaining a simple majority of votes, have received the highest number of votes, and in the event of an equal number of votes for the last seat, another vote shall be held for these candidates, applying the above rules accordingly.
 10. The provisions of this paragraph shall also apply if the agenda of the General Meeting includes changes in the composition of the Supervisory Board.

§ 14

1. A special voting procedure shall be ordered by the Chairman of the General Meeting for group elections to the Supervisory Board.
2. At the request of shareholders representing at least one-fifth of the share capital, the election of the Supervisory Board should be carried out by voting in separate groups, even if the Articles of Association provide for a different method of appointing the Supervisory Board. In the case of a group vote, one vote is used per share.
3. Shareholder groups are then formed during the General Meeting to elect members of the Supervisory Board, the maximum number of groups which may be formed is equal to the number of seats to be filled on the Supervisory Board. A shareholder may belong only to one election group.
4. The minimum number of shares required to form a group is determined by dividing the number of shares represented at the General Meeting by the number of seats on the Supervisory Board



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2. These Rules shall come into force on the date the Company becomes a public company within the meaning of the Code of Commercial Companies and Partnerships.