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CONSOLIDATED TEXT OF THE RULES OF SUPERVISORY BOARD OF TOYA S.A. (the Company) with its registered office in Wrocław

adopted by the Supervisory Board pursuant to § 21(3) of the Articles of Association on 21 May 2025

CHAPTER I - General provisions.

§ 1

1. The Supervisory Board operates on the basis of generally applicable legal regulations, the Articles of Association and these Rules.
2. The Supervisory Board elects and dismisses from among its members the Chairman of the Supervisory Board, the Vice-Chairman of the Supervisory Board and, if necessary, the Secretary of the Board.

§ 2

1. A person may not be a member of the Supervisory Board if he or she has been convicted by a legally binding verdict for an offence specified in Articles 587-587², 590 and 591 of the Act and Articles 228-231 and Chapters XXXIII-XXXVII of the Act of 6 June 1997 - Penal Code. The prohibition shall cease on the expiry of the fifth year after the convicting verdict becomes legally binding, unless the conviction is waived earlier.
2. A member of the Management Board, a proxy, a liquidator, a branch or plant manager and a chief accountant, a legal counsel or an attorney employed by the Company, or any other person who reports directly to a member of the Management Board or a liquidator, may not simultaneously be a member of the Supervisory Board.
3. Each candidate for a member of the Supervisory Board shall submit a declaration in which he or she agrees to be appointed to the Supervisory Board and confirms that he or she meets the formal prerequisites referred to in paragraphs 1 and 2 above and, respectively, if applicable to him or her, the prerequisites of independence referred to in the Articles of Association and § 3 of the Rules, and also shall inform about his or her holding functions in management or supervisory bodies of other capital companies, participation in partnerships or civil partnerships, and furthermore submits information on any facts which prove that he or she is engaged in interests competitive to the Company. The contents of this declaration shall be presented to the persons entitled to appoint a member of the Supervisory Board or to the General Meeting which will make the appointment to the Supervisory Board, through the Chairman of the General Meeting. The declaration is then submitted to the Company.

§ 3

1. During the period in which shares of the Company are admitted to trading on a regulated market in the territory of the Republic of Poland, at least two members of the Supervisory Board should meet the independence criteria listed in the Act on Statutory Auditors, Audit Firms and Public

Supervision of 11 May 2017 and have no actual and significant relationships with a shareholder holding at least 5% of the total number of votes in the Company.

2. A relationship with a shareholder is understood as an actual and significant relationship with a shareholder holding the right to exercise 5% or more of the total number of votes at the General Meeting.
3. A member of the Supervisory Board shall provide the Management Board with information on his/her relationship of an economic, family or other nature with a shareholder who holds shares representing at least 5% of the total number of votes at the General Meeting, if such a relationship may affect the member's position on a matter decided by the Supervisory Board.

CHAPTER II - Duties of the members of the Supervisory Board

§ 4

1. Members of the Supervisory Board perform their duties in person.
2. In exercising their functions, members of the Supervisory Board comply with generally applicable legal regulations, the provisions of the Articles of Association of the Company, the provisions of these Regulations and other documents in force in the Company relating to the Supervisory Board, taking into account the interests of the Company and guided by ethics and professionalism.
3. Members of the Supervisory Board are required to comply with the corporate governance principles adopted by the Company.

§ 5

1. Members of the Supervisory Board are obliged to inform the Company immediately of any change in the facts related to the content of the declaration referred to in § 2(3) of the Rules.
2. Members of the Supervisory Board are obliged to inform the Company in a timely manner of all facts which are required to be communicated by generally applicable laws.

§ 6

Members of the Supervisory Board may provide information about the Company to the media, however, only according to the rules governing the provision of information to the general public effective in legal regulations or in the Company.

CHAPTER III - Duties and powers of the Supervisory Board

§ 7

1. The Supervisory Board exercises its powers and duties collectively, as a body, which means that individual members of the Supervisory Board cannot exercise them independently.
2. The Supervisory Board may delegate its members to carry out specific supervisory activities

independently, who shall then receive a separate remuneration specified by the Supervisory Board. A member of the Supervisory Board delegated to perform independent supervisory activities shall submit to the Supervisory Board a written report on the performed activities, together with conclusions, proposals and justifications, on each and every request of the Chairman of the Supervisory Board.

3. A member of the Supervisory Board delegated to perform independent supervisory activities may not, without consent of the Company, deal with competitive interests or be involved in a competitive company as a partner in a simple partnership, partnership, or be involved in another competitive legal entity as a member of its governing bodies. This non-competition clause shall also refer to participation in capital companies if a member of the Supervisory Board holds at least 10% shares or the right to appoint at least one member of the respective management board.

§ 8

1. The powers of the Supervisory Board are defined in detail by generally applicable legal regulations, the Articles of Association of the Company and resolutions of the General Meeting.
2. In particular, it is the responsibility of the Supervisory Board to carry out any control activities which enable it to perform its duties. To this end, the Supervisory Board may:
   a) examine all Company documents,
   b) demand reports and explanations from the Management Board and staff,
   c) review the Company's assets.
3. The Supervisory Board adopts the Rules of the Audit Committee and appoints the members of the Audit Committee for the period of its term from among its members, taking into account the requirement stating that at least one member of the Audit Committee should have knowledge and skills in accounting or auditing, as well as that the majority of the members of the Audit Committee, including its Chairman, meet the criterion of independence referred to in Article 129(3) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision (Journal of Laws 2017, item 1089). The positions of Chairman of the Supervisory Board and Chairman of the Audit Committee cannot be held by the same person.
4. Resolutions of the Supervisory Board referred to in paragraph 6 below do not require the Management Board's actions taken within the framework of the budget or business plan approved by the Supervisory Board.
5. The powers of the Supervisory Board also include suspending individual or all members of the Management Board of the Company for valid reasons and delegating members of the Supervisory Board, for a period of no more than three months, to temporarily perform the duties of members of the Management Board who have been dismissed, have resigned or are unable to perform their duties for other reasons.
6. In accordance with the Articles of Association of the Company, a resolution of the Supervisory Board is required for matters reserved for the Supervisory Board by law and in in the following cases:
   a) appointment of the auditor to audit the financial statements of the Company, following a recommendation by the Audit Committee,
   aa) the selection of the audit firm performing the attestation of the sustainability report

referred to in the provisions of the Accounting Act, following a recommendation by the Audit Committee,

b) approval of the Rules the Management Board,

c) payment of an advance towards the expected dividend to the shareholders by the Management Board,

d) approval of the Company's annual or multi-annual budgets, business plans and strategic plans,

e) providing an opinion on the nomination of the Company's proxy,

f) acquisition, disposal and encumbrance of properties and establishment of limited property thereon, if the value of such action exceeds PLN 1,000,000,

g) drawing credits, loans, granting sureties, guarantees, issuing bills of exchange or promissory notes that go beyond the scope of the ordinary activity of the Company or which are not related to the core activity of the Company, if the value of such an activity exceeds PLN 500,000,

h) taking up or acquiring shares in other companies or acquiring convertible bonds and regular bonds with the priority right to take up shares in other companies, if such an action results in the total book value of the shares or bonds taken up or acquired exceeding PLN 500,000 being shown in the Company's books,

i) approving the acquisition, disposal, lease and disposition of any assets or other assets of the Company in transactions outside the scope of the Company's ordinary business or unrelated to the core business of the Company, the value of which exceeds PLN 1,000,000,

j) establishment of encumbrances by the Company on its assets other than properties, if such actions are not directly related to or result from the ordinary or core business of the Company and the value of such encumbrances exceeds PLN 1,000,000,

k) approving conclusion of agreements, another transaction or several related agreements or other transactions by the Company, outside the scope of the ordinary business of the Company or unrelated to the core business activity of the Company, other than in the scope indicated in paragraphs f)-j), the total value of which exceeds PLN 2,000,000.

7. The mandate of a member of the Audit Committee expires in the event of:

a) expiry of his/her mandate as a member of the Supervisory Board elected to the Audit Committee before the end of the term of the entire Supervisory Board,

b) resignation from the Audit Committee;

c) dismissal from the Committee by a resolution of the Supervisory Board.

CHAPTER IV - Organisation of the work of the Supervisory Board

§ 9

1. Meetings of the Supervisory Board shall be convened as required, but it is mandatory to hold at least one meeting per quarter.
2. Meetings of the Supervisory Board shall be held at the Company’s registered office, either in Wrocław or in Warsaw, or in Kryniczno or in the Tricity, or using means of direct remote communication (remote meeting). The choice of the meeting venue should be made so as to

ensure that as many members of the Supervisory Board as possible attend the meeting. The Supervisory Board meeting may also be attended by means of direct remote communication. Detailed rules for participation in a remote meeting by means of electronic communication shall be specified by the Supervisory Board in the relevant rules.

3. The Chairman of the Supervisory Board, or the Vice-Chairman of the Supervisory Board in his/her absence, convenes and presides at Supervisory Board meetings. The Chairman of the Supervisory Board of the previous term shall convene and open the first meeting of the newly elected Supervisory Board within 30 days of the appointment of the new Supervisory Board for the next term, and shall preside at the meeting until a new Chairman is elected.

§ 10

1. During the first meeting of the Supervisory Board of the new term, the Supervisory Board is formally formed, its functions are assigned and the Vice-Chairman of the Supervisory Board is elected.
2. Subsequent meetings of the Supervisory Board shall be convened by the Chairman of the Supervisory Board on his/her initiative or at the written request of any member of the Supervisory Board or any member of the Management Board of the Company.

§ 11

Meetings of the Supervisory Board should be convened at locations, dates and times which will not impede participation in an obvious manner, unless this is justified by special circumstances. The starting time of the Supervisory Board meeting should be set such that the planned agenda can be proceeded during the meeting, without the need to extend the meeting into the evening or night hours.

§ 12

1. Minutes shall be taken during the meetings of the Supervisory Board. The minutes shall be drawn up by a person designated by the Administrative Department of the Company. The Supervisory Board may decide that the minutes shall be drawn up by a member of the Supervisory Board designated by the Supervisory Board or by another person designated by the Supervisory Board.
2. The minutes should specify the agenda of the meeting, list the members of the Supervisory Board participating in the meeting and state how the vote for each resolution was conducted, together with the result of the vote. The minutes should be recorded in a minute book.
3. The minutes of the Supervisory Board meeting shall be signed by the person chairing the meeting.
4. Each member of the Supervisory Board has the right to read the minutes and to record any objections to the content or different opinions on the adopted resolutions in the minutes.
5. The minutes shall be numbered with a sequential number and the designation of the current calendar year. Resolutions are numbered with a consecutive number, the designation “RN” and the calendar year. The numbering of minutes and resolutions shall start from the beginning during each new calendar year.

6. Resolutions of the Supervisory Board are printed separately as attachments to the minutes. Resolutions printed separately are signed by all members of the Supervisory Board present at the meeting. A member of the Supervisory Board who voted against a resolution has the right to provide information about the vote "against" and a different opinion next to his/her signature.

§ 13

1. Meetings of the Supervisory Board are chaired by the Chairman of the Supervisory Board or, in his/her absence, by the Vice-Chairman of the Supervisory Board. In the absence of both of these persons, the Supervisory Board shall appoint a chairman of the meeting from among the Supervisory Board members present by voting.
2. Meetings of the Supervisory Board begin with the drawing up and signing of the attendance list, the person chairing the meeting then confirms that the meeting has been properly convened and ascertains whether it is capable of passing binding resolutions, the agenda is adopted as proposed in the invitation to the Supervisory Board meeting and the meeting proceeds in accordance with that agenda. A change in the order of the items on the agenda requires a resolution of the members of the Supervisory Board present at the meeting. The removal of items from the agenda or the addition of new items to the agenda - in relation to the content of the invitations to the Supervisory Board meeting - it shall take place only if all members of the Supervisory Board are present and support such notion unequivocally.
3. The person chairing the meeting shall ensure that the meeting is proceeding in compliance with applicable laws, the Articles of Association and these Rules, as well as the adopted agenda.
4. The person chairing the meeting shall have the right to adjourn the meeting in order to consult experts on matters requiring detailed knowledge, to consult or to hear the opinions of employees or members of the Management Board of the Company. Such breaks must not lead to unjustified prolongation of the Supervisory Board meeting.

§ 14

1. All members of the Supervisory Board must be invited to the meeting and at least half of its members must be present as a pre-requisite for Supervisory Board resolution validity. The above provision shall apply mutatis mutandis to the voting procedure referred to in § 17 of the Rules.
2. The Supervisory Board adopts resolutions by a simple majority of votes and, in the event of equal numbers of votes, the vote of the Chairman of the Supervisory Board is decisive.

§ 15

1. Voting is open. A secret ballot shall be ordered for personal matters or at the request of at least one member of the Supervisory Board.
2. In the event of a conflict of interests between the Company and a member of the Supervisory Board, his/her spouse, next of kin, relatives by affinity up to the second degree and persons with whom such member is personally related, the member of the Supervisory Board shall refrain from participating in resolving such issues and may request that this fact be recorded in the minutes from the Supervisory Board meeting.

§ 16

1. Members of the Supervisory Board may participate in voting on the resolution of the Supervisory Board by casting votes in writing through another member of the Supervisory Board. This voting method is only permissible in the case of matters on the agenda of the Supervisory Board meeting with which all members of the Supervisory Board have been familiarised. Voting in this manner shall be excluded when adopting resolutions on the election of the Deputy Chairman of the Supervisory Board and the appointment, dismissal and suspension of members of the Management Board.
2. A member of the Supervisory Board casting a vote in writing is not considered to be attending the meeting and cannot be counted towards the number of members present at the Supervisory Board meeting. The vote cast in writing should be related to the indicated matter and must clearly state what the Supervisory Board member votes for or against. A vote cast in writing must be recorded in the minutes of the Supervisory Board meeting and the written vote itself must be attached to the minutes.

§ 17

1. It is allowed to adopt resolutions outside the meetings of the Supervisory Board, in writing or using means of direct remote communication.
2. Adoption of resolutions outside the meetings of the Supervisory Board by written procedure involves the Chairman of the Supervisory Board sending a document containing the proposed content of the resolution to each member of the Supervisory Board. Underneath the content, there is a table containing the personal details of the Supervisory Board member, a space for adding a “YES”, “NO” “I ABSTAIN” vote, and a space for the date of the vote. Each member of the Supervisory Board casts a vote and enters the date on which the vote was cast, and then sends the document back to the Chairman of the Supervisory Board. Upon receipt of the documents, the Chairman shall draw up a record of the adoption of the resolution, wherein he/she indicates how the votes were cast, whether the resolution was adopted and the adoption date, wherein the date of adoption is the latest date on which the votes were cast, and shall attach the returned documents in which the votes were cast to the minutes.
3. Adoption of resolutions outside the meetings of the Supervisory Board by means of direct remote communication may use telephone, fax or e-mail. The method of passing the resolution is selected by the Chairman of the Supervisory Board, who also draws up the minutes describing how the resolution was passed. The minutes should include the content of the resolution, the means of communication used, the voting method, the resolution date.

§ 18

Resolutions adopted outside the meetings of the Supervisory Board in writing or by means of direct remote communication shall be recorded in the minutes and signed in accordance with § 12(3). Each member of the Supervisory Board has the right referred to in § 12(4).

§19

1. The Supervisory Board meetings may be attended by invited members of the Management Board as well as other invited persons, in particular persons in possession of special knowledge or employees of the Company. Such persons do not have the right to vote and should leave the meeting during the voting time.

2. Meetings of the Supervisory Board may also be held without being formally convened, if all members of the Supervisory Board are present and no one objects to the meeting being convened and to the proposed agenda.

CHAPTER V - Final provisions

§ 20

1. All declarations and letters addressed to the Supervisory Board, as well as declarations, letters and requests addressed to the Chairman of the Supervisory Board, must be submitted to the Company.
2. The Company provides the processing of matters for the Supervisory Board.
3. As part of its responsibilities related to the services provided to the Supervisory Board, the Company:
   a) prepares the content of the declarations for the candidates for the Supervisory Board referred to in Chapter I of these Rules;
   b) receives from the members of the Supervisory Board and stores the contact details required for notifying the members of the Supervisory Board of meetings and used for the adoption of resolutions in writing or by means of direct remote communication;
   c) prepares notices of meetings of the Supervisory Board and delivers them to the members of the Supervisory Board in the manner provided for in these Rules;
   d) prepares the venue for the meetings of the Supervisory Board, ensuring the necessary conditions for holding the meetings;
   e) prepares the substantive materials necessary for the Supervisory Board meeting in accordance with the scheduled agenda, including draft resolutions, annexes to resolutions, the attendance list for the meeting, secret ballots;
   f) provides the Chairman of the Supervisory Board with all statements, letters and requests addressed to the Supervisory Board or to the Chairman and submitted to the Company;
   g) ensures a person preparing the minutes of the Supervisory Board meeting;
   h) provides technical support for the meetings of the Supervisory Board;
   i) ensures that the minutes of the Supervisory Board meetings and the adopted resolutions are numbered correctly. This numbering should maintained in a uniform system which makes it easy to establish the chronology of passed resolutions and meetings held;
   j) archives the minutes of Supervisory Board meetings, resolutions of the Supervisory Board, Supervisory Board documentation;
   k) issues copies of resolutions and minutes.

§ 21

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These Rules shall come into force on the date of approval by the General Meeting of Shareholders. Amendments to the Rules require a resolution of the Supervisory Board and approval by the General Meeting of Shareholders.