



TOYA S.A.  
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Wrocław, 29 May 2024

### **Announcement of the convening of the Annual General Meeting of the company under the name TOYA S.A.**

The Management Board of the Company under the business name TOYA S.A. with its registered office in Wrocław at ul. Sołtysowicka 13-15, 51-168 Wrocław, entered in the Register of Entrepreneurs of the National Court Register kept by the District Court for Wrocław – Fabryczna in Wrocław, VI Economic Division of the National Court Register under the number 0000066712, with the share capital paid in full: 7,504,222.60, NIP number: 8951686107, REGON number: 932093253 (hereinafter also referred to as "TOYA S.A." or the "Company"), acting pursuant to art. 399 § 1, art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Act of 15 September 2000 Code of Commercial Companies and Partnerships (hereinafter referred to as "Code of Commercial Companies and Partnerships"), as well as § 24 of the Articles of Association of the Company, hereby convenes the Annual General Meeting of TOYA S.A. (hereinafter also referred to as the "Annual General Meeting") to be held on 26 June 2024 at 11:00 a.m. at Haston City Hotel sp. z o.o. 51-117 Wrocław, ul. Irysowa 1-3, Chrysler A conference room.

#### **Agenda for the Annual General Meeting of the company under the name: TOYA S.A.:**

1. Opening of the Annual General Meeting.
2. Adoption of a resolution on the election of the Chairman of the Annual General Meeting.
3. Acknowledgement that the Annual General Meeting has been duly convened and that it is capable of adopting resolutions.
4. Adoption of a resolution to dispense with the election of the Returning Committee of the Annual General Meeting.
5. Adoption of a resolution on the adoption of the agenda of the Annual General Meeting.
6. Consideration of the Director's report on operations of TOYA S.A. for the financial year ended 31 December 2023.
7. Adoption of a resolution on approval of the Director's report on operations of TOYA S.A. for the financial year ended 31 December 2023.
8. Consideration of the standalone financial statements of TOYA S.A. for the financial year ended 31 December 2023.
9. Adoption of a resolution to approve the standalone financial statements of TOYA S.A. for the financial year ended 31 December 2023.
10. Consideration of the report of the Management Board on the activities of the TOYA Group for the financial year ended 31 December 2023.
11. Adoption of a resolution approving the Directors' Report on operations of TOYA Group for the financial year ended 31 December 2023.
12. Consideration of TOYA Group consolidated financial statements for the financial year ended 31 December 2023.
13. Adoption of a resolution to approve the consolidated financial statements of the TOYA Group for the financial year ended 31 December 2023.
14. Consideration of the report of the Supervisory Board for the financial year ended 31 December 2023.



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15. Adoption of a resolution to approve the report of the Supervisory Board for the financial year ended 31 December 2023.
16. Adoption of a resolution on approval of the Report on Remuneration of the Members of the Management Board and Supervisory Board of TOYA S.A. for the financial year 2023.
17. Adoption of a resolution on adopting a Remuneration Policy for the Members of the Management Board and Supervisory Board of "TOYA" S.A.
18. Adoption of a resolution to grant discharge to the President of the Management Board, Mr Grzegorz Pinkosz, in respect of the performance of his duties for the financial year ended 31 December 2023.
19. Adoption of a resolution on the granting vote of acceptance to the Vice-President of the Management Board, Mr Maciej Lubnauer, for the financial year ended 31 December 2023.
20. Adoption of a resolution on the granting vote of acceptance to the Vice-President of the Management Board, Mr Robert Borys, for the financial year ended 31 December 2023.
21. Adoption of a resolution to discharge Mr Piotr Mondalski for the performance of his duties as Chairman of the Supervisory Board for the financial year ended 31 December 2023.
22. Adoption of a resolution on the discharge of Mr Jan Szmidt's duties as Vice-Chairman of the Supervisory Board for the financial year ended 31 December 2023.
23. Adoption of a resolution to grant discharge to Ms Beata Szmidt for the performance of her duties as a Member of the Supervisory Board for the financial year ended 31 December 2023.
24. Adoption of a resolution to grant discharge to Mr Grzegorz Maciąg in respect of the performance of his duties as Member of the Supervisory Board for the financial year ended 31 December 2023.
25. Adoption of a resolution on the granting vote of acceptance to Mr Dariusz Górka as Member of the Supervisory Board for the financial year ended 31 December 2023.
26. Adoption of a resolution on the granting vote of acceptance to Mr Wojciech Papierak, Member of the Supervisory Board, for the financial year ended 31 December 2023.
27. Adoption of a resolution to grant a discharge to Mr Michał Kobus in respect of the performance of his duties as a Member of the Supervisory Board for the financial year ended 31 December 2023.
28. Adoption of a resolution on the distribution of profit for the financial year ended 31 December 2023.
29. Adoption of a resolution on determining the number of members of the Supervisory Board of TOYA S.A. for the new term.
30. Adoption of resolutions on appointment of members of the Company's Supervisory Board for a new term.
31. Adoption of resolutions to determine the remuneration of the members of the Supervisory Board for the new term.
32. Adoption of a resolution to authorise the Company's Management Board to acquire own shares and to create a reserve capital for the acquisition of the Company's own shares.
33. Closing of the Annual General Meeting.



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## **Right to attend the Annual General Meeting and recording of the Annual General Meeting**

Only persons who are shareholders of the Company, sixteen days prior to the date of the Annual General Meeting (recording date), have the right to participate in the Annual General Meeting of the company under the name TOYA S.A.. The recording date for participation is 10 June 2024.

In order to exercise the right to participate in the Annual General Meeting, the shareholder should submit, no earlier than after the announcement of the convening of the Annual General Meeting and no later than on the first weekday after the recording date for participation in the Annual General Meeting, a request that the entity maintaining a securities account in his/her name issue a registered certificate of the right to participate in the Annual General Meeting, which should contain:

- a) business name, registered office, address and stamp of the certificate issuer, and the certificate number,
- b) the number of shares,
- c) a separate designation of shares as referred to in Article 55 of the Act of 29 July 2005 on trading in financial instruments,
- d) business name, registered office and address of a public company that issued the shares,
- e) the nominal value of the shares,
- f) first name and surname or business name of an entity entitled based on the shares,
- g) registered office (place of residence) and address of the entity entitled based on the shares,
- h) the purpose of the certificate,
- i) a reference to who is entitled to vote on the shares,
- j) date and place of issuing the certificate,
- k) signature of a person authorised to issue the certificate.

In order to avoid doubts that might arise regarding the right of a certain entity to participate in the Annual General Meeting, the entities entitled to participate in the Annual General Meeting or their proxies are requested to have the aforementioned certificate with them on the day of the Annual General Meeting.

The list of those entitled to attend the Annual General Meeting shall be determined on the basis of the list drawn up by the entity maintaining the securities depository in accordance with the regulations on trading in financial instruments. The list is based on the certificates of right to participate in the Annual General Meeting issued by the above-mentioned entities.

### **List of shareholders**

The list of shareholders entitled to participate in the Annual General Meeting will be displayed at the Company's registered office, i.e. in Wrocław at ul. Sołtysowicka 13-15, three business days before the date of the Annual General Meeting, i.e. as of 21 June 2024. A shareholder of the Company may request that the list of shareholders entitled to participate in the Annual General Meeting be sent to him or her free of charge by e-mail, stating his or her own e-mail address to which the list should be sent. TOYA S.A. shall be entitled to request proof that the shareholder making such request is in fact a shareholder on the date of submission of the above request if the shareholder is not on the list of shareholders entitled to participate in the Annual General Meeting.



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## **Description of procedures for attending and exercising voting rights at the Annual General Meeting**

### **Shareholder's right to request that certain items be placed on the agenda of the General Meeting.**

The Shareholder(s) representing at least one twentieth of the initial capital may request that specific items be included in the agenda of the next general meeting. Such a request should be submitted to the Company's Management Board no later than 21 days before the scheduled date of the Annual General Meeting, i.e. by 5 June 2024. The request should include a justification or a draft resolution concerning the proposed agenda item. The request may be submitted in writing or electronically to: [zwz@yato.pl](mailto:zwz@yato.pl), but in any case should be submitted on a duly completed and signed form available on the Company's website at: <https://toya.pl/walne-zgromadzenie>.

The shareholder(s) requesting the inclusion of certain matters on the agenda shall be obliged to attach to such request a deposit certificate or a named certificate of entitlement to participate in the Annual General Meeting, issued by a competent entity, confirming the holding of shares to cover the proportion of the Company's share capital required to make the above request as at the date of the request.

Persons acting on behalf of a shareholder(s) that are institutions or legal persons or other entities for which confirmation of representation requires the submission of appropriate documents specifying the shareholder(s)'s rules of representation should enclose with the above request originals or certified copies of such documents in accordance with the applicable laws. Where further powers of attorney are granted, continuity of it must be demonstrated.

The obligation to attach the documents referred to above applies to both, the written and the electronic form of the request, in a form appropriate to each form (either a paper document or a copy or scan converted to PDF format). The request in writing and the complete set of attachments shall be submitted against acknowledgement of receipt at the registered office of the Company, i.e. in Wrocław at ul. Soltysowicka 13-15.

If the request is transmitted electronically, it should be sent to the e-mail address: [zwz@yato.pl](mailto:zwz@yato.pl). All documents, i.e. the request form and attachments, should be sent in PDF format as attachments to the message.

The Company is entitled to take action to identify the shareholder(s) and verify the validity of the documents sent.

The Management Board of the Company will immediately, but no later than 18 days before the scheduled date of the Annual General Meeting, i.e. by 8 June 2024, announce the amendments to the agenda made at the request of the shareholders. The announcement will be made in the manner appropriate for the convening of the General Meeting, i.e. by publication on the Company's website.

### **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.**



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A Shareholder(s) representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda. These drafts should be submitted to the Company no later than 48 hours before the date of the Annual General Meeting, due to the need to post them on the Company's website. Draft resolutions may be submitted in writing or electronically to: [zww@yato.pl](mailto:zww@yato.pl), but in any case should be submitted on a duly completed and signed form available on the Company's website at: <https://toya.pl/walne-zgromadzenie>.

The shareholder(s) proposing their draft resolutions concerning matters on the agenda of the Annual General Meeting or matters to be placed on the agenda prior to the date of the Annual General Meeting shall be required to attach to such proposal a certificate of deposit or registered certificates of entitlement to participate in the Annual General Meeting, issued by a competent entity, confirming the shareholding to cover the proportion of the Company's share capital required for the said proposal as at the date of the proposal.

Persons acting on behalf of a shareholder(s) that are institutions or legal persons or other entities for which confirmation of representation requires the submission of appropriate documents specifying the shareholder(s)'s rules of representation should enclose with the above submission, the originals or certified copies of such documents in accordance with the applicable laws. Where further powers of attorney are granted, continuity of it must be demonstrated.

The obligation to attach the documents referred to above applies to both, the written and the electronic form of the application, in a form appropriate to each form (either a paper document or a copy or scan converted to PDF format). A written application with a set of attachments should be submitted against acknowledgement of receipt to the Company's registered office, i.e. in Wrocław at ul. Soltysowicka 13-15.

If the application is made electronically – it should be sent to the e-mail address: [zww@yato.pl](mailto:zww@yato.pl). All documents, i.e. the application form and attachments, should be sent in PDF format as attachments to the message.

The Company is entitled to take action to identify the shareholder(s) and verify the validity of the documents sent.

### **Shareholder's right to submit draft resolutions concerning the items placed on the agenda during the Annual General Meeting.**

During the Annual General Meeting, every shareholder may propose draft resolutions concerning the items on the agenda.

### **Shareholder's right to ask questions about issues on the agenda**

During the Annual General Meeting, every shareholder has the right to ask questions concerning the matters on the agenda of the General Meeting.



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### **Right to appoint a proxy**

A Shareholder may participate in the Annual General Meeting and exercise their voting right in person or by a proxy. The proxy shall exercise all rights of the Shareholder at the Annual General Meeting unless the power of attorney provides otherwise. An attorney may grant a further power of attorney if this is apparent from the wording of the power of attorney. The proxy may represent more than one shareholder and cast different votes from the shares held by every shareholder. A Shareholder holding the shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of the accounts. A shareholder, who is not a natural person, may participate in the Annual General Meeting and exercise their voting right by a person authorised to make representations on their behalf, or by a proxy.

### **Forms of proxy, method of notification of electronic proxy and method of verification of proxies**

The granting of a power of attorney to attend the Annual General Meeting and to exercise voting rights must be in writing or in electronic form. Granting the power of attorney in electronic form does not require a secure electronic signature verified with a valid qualified certificate.

If a power of attorney is granted in electronic form, the shareholder shall inform the Company of this fact via the Company's e-mail to: [zwz@yato.pl](mailto:zwz@yato.pl). TOYA S.A., on its website at: <https://toya.pl/walne-zgromadzenie>, provides a downloadable template of the "Form of notification of granting of proxy in electronic form" which, when completed in accordance with the instructions contained therein, should be sent by the shareholder to the Company at the e-mail address indicated above. In order to authenticate the information contained in the notice, the form must be accompanied by a scan of the shareholder's personal certificate of entitlement to attend the Annual General Meeting issued by the entity maintaining the securities account.

Persons acting on behalf of an institutional shareholder(s) or being legal persons or other entities, where confirmation of representation requires the submission of appropriate documents specifying the principles of representation applicable to the shareholder(s), should enclose with the aforementioned notification originals or copies thereof, certified in accordance with the applicable legal provisions, in a form appropriate to each form (paper document or a copy thereof or a scan and conversion to PDF format). If further powers of attorney are granted, continuity of authority must be demonstrated. Notification of the electronic proxy should be made by 23:59 on 25 June 2024 at the latest, due to the need to verify the uploaded documents.

A member of the Company's Management Board and an employee of the Company may be proxies for shareholders at the Annual General Meeting. If the proxy at the Annual General Meeting is a Member of the Company's Management Board, a Member of the Company's Supervisory Board, an employee of the Company or a member of the governing bodies or an employee of a subsidiary of the Company, the proxy may authorise representation at only one General Meeting. The proxy shall be obliged to inform the shareholder about the circumstances indicating the existence or the possibility of occurrence of the conflict of interests. The granting of further proxy shall be hereby excluded. The proxy, in the above situation, is obliged (in accordance with the applicable regulations) to vote in accordance with the instructions given by the shareholder.

Verification of the validity of the proxies granted will be carried out by:





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- a) verification of the content of the power of attorney (chain of powers of attorney) granted and the completeness of the documents attached thereto,
- b) checking the accuracy of the data entered on the form and comparing it with the information contained in the list of persons entitled to attend the Annual General Meeting,
- c) ascertaining that the powers of persons granting powers of attorney on behalf of legal persons are consistent with those appearing in the relevant excerpts from the National Court Register,
- d) confirmation of the data and thus the identification of the shareholder(s) by e-mail or by telephone in the case of an electronic form of proxy and notification thereof.

As part of verification of the validity of proxies granted in electronic form and shareholder identification, TOYA S.A. may request a shareholder to send, electronically, a proxy in the form of a scan in PDF format or a photo file with a photocopied proxy.

In the event of any doubt or situations requiring clarification, the Company may take other measures to identify the shareholder(s) and verify the validity of the proxies, notices and documents presented. TOYA S.A. attaches the powers of attorney to the minutes of the Annual General Meeting.

#### **Method of exercising voting rights by proxy using the form**

TOYA S.A., on its website at: <https://toya.pl/walne-zgromadzenie>, provides a downloadable template of the "Form to exercise voting rights by proxy or to give written instructions to the proxy by a shareholder on how to vote, as referred to in Article 402<sup>3</sup> § 1 item 5 and § 3 points 1-4 of the Code of Commercial Companies and Partnerships". The form mentioned above, when completed by the shareholder granting the proxy, in the event of voting at the Annual General Meeting, may constitute a ballot paper for the proxy if the shareholder has instructed the proxy to use the form in this way. On the other hand, in the case of a secret ballot, the completed form should only be regarded as a written instruction on how the proxy should vote in such a vote on the resolution that the shareholder has instructed to be voted using it. The Chairman of the Annual General Meeting shall inform the Annual General Meeting that a vote has been cast using a form and, on that basis, such vote shall be taken into account in counting the total votes cast on the resolution in question. The form used for voting is attached to the minutes log.

In the event that the counting of votes at the Annual General Meeting is carried out by means of electronic vote counting devices, the form referred to above will not be applicable and can only be used as an instruction between the shareholder and the proxy.

#### **Information on alternative forms of participation in the Annual General Meeting and exercising of voting rights**

The Company does not provide for the possibility to participate in the Annual General Meeting or to speak or vote by means of electronic communication or to exercise voting rights by correspondence.



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### **Location of information concerning the Annual General Meeting**

The full text of the documentation to be presented to the Annual General Meeting and the draft resolutions are available at: <https://toya.pl/walne-zgromadzenie>.

All information regarding the Annual General Meeting is made available on the Company's website at: <https://toya.pl/walne-zgromadzenie>.

In the event that the Management Board of the Company or the Supervisory Board of the Company submits comments on the matters placed on the agenda of the Annual General Meeting or matters to be placed on the agenda prior to the date of the Annual General Meeting, these will be made available on the Company's website at: <https://toya.pl/walne-zgromadzenie>.

### **Information concerning the processing of personal data in connection with the convening of the Annual General Meeting**

As of 25 May 2018, Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ EU L 2016, no. 119, p. 1), hereinafter referred to as the "GDPR"). TOYA S.A. (the "Company" or the "Processor") hereby declares that, in connection with the convening of the Annual General Meeting (the "AGM"), it will process personal data of the Company's shareholders (collectively "Shareholders" or "you" and individually "Shareholder"), their proxies entitled to vote, other persons entitled to exercise voting rights at the AGM and personal data disclosed during the AGM. In connection with the above, the Company declares that:

1. The processor of the collected personal data is TOYA S.A. with its registered office in Wrocław; contact with the Company is possible at the following e-mail address: [zwz@yato.pl](mailto:zwz@yato.pl) or by post at the following address: ul. Sołtysowicka 13/15, 51-168 Wrocław, Poland
2. The Company has appointed a Data Protection Officer, who can be contacted by e-mail: [iod@yato.pl](mailto:iod@yato.pl) or by telephone at a phone number: 713246200 or by post to the address indicated in item 1;
3. The purpose of processing personal data is for the Company to fulfil its obligations under the provisions of the Act of 15 September 2000 Code of Commercial Companies and Partnerships and the information obligations imposed on the Company as a public company in connection with the convening of the AGM, to enable Shareholders to exercise their rights in relation to the Company, and to establish facts for the purposes of the Company's pursuit of potential claims or defence against claims;
4. The Company processes (i) personal data identifying the Shareholder, such as name, surname, residential or delivery address and PESEL number, (ii) data contained in proxies, (iii) data relating to shares and the entitlements arising therefrom, such as the number, type and numbers of shares and the number of votes to which they are entitled, and (iv) – in cases where Shareholders contact the Company electronically – the e-mail address;
5. Shareholders' personal data may also be collected by the Company from the entities operating the securities depository – the National Depository for Securities S.A. ul. Książęca 4, 00-498 Warsaw, as well as from other Shareholders – with regard to the transmission of the data contained in the proxies granted;





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6. The legal basis for the Company's processing of your personal data is:
  - a. article 6(1)(c) of the GDPR – obligation under the provisions of the Code of Commercial Companies and Partnerships relating to: compiling and storing lists of shareholders and attendance lists for the AGM, enabling voting by proxy and allowing Shareholders to exercise their rights in relation to the Company (e.g. to put certain matters on the agenda);
  - b. article 6(1)(f) of the GDPR – the legitimate interest of the Company in (i) enabling contact with Shareholders and verification of their identity and (ii) pursuing potential claims or defending against claims;
7. The recipients of the collected personal data are the entities providing and supporting the Administrator's ICT systems, the Financial Supervision Authority, as well as other Shareholders – to the extent that the list of Shareholders is made available in accordance with Article 407 of the Code of Commercial Companies and Partnerships Act;
8. Personal data contained in the lists of shareholders, attendance lists and proxies are retained for the duration of the Company's existence and may then be transferred to the entity appointed to keep the documents in accordance with the provisions of the Code of Commercial Companies and Partnerships Act; personal data related to e-mail contact is retained for a period that allows the Company to demonstrate compliance with its obligations under the provisions of the Code of Commercial Companies and Partnerships Act and the statute of limitations for any claims by or against the Company;
9. In the case of providing data directly to the Company, the provision of such data is required by the provisions of the Code of Commercial Companies and Partnerships Act and in order to enable verification of the Shareholder's identity, and failure to provide such data entails the inability to participate in the AGM; in the case of an e-mail address, the provision of such address is voluntary but necessary to enable contact between the Company and the Shareholder by e-mail, and failure to provide such address entails the inability to undertake contact by this means;
10. The Licensee's personal data will not be subject to automated decision-making, including profiling.
11. The Licensee's personal data will not be transferred to a third country.
12. You have the right to request access to your personal data, as well as to request the rectification, transfer, deletion, restriction of processing and to object to the processing of your personal data, insofar as these rights are provided for in the GDPR;
13. You may lodge a complaint with the President of the Data Protection Authority if you consider that the processing of your personal data violates the provisions of the GDPR.