

Resolution 1
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on the election of the Chairperson of the Ordinary General Meeting

§ 1

Pursuant to Article 409 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 5 of the Rules of the General Meeting of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. elects Mr Maciej Domagała as the chairperson of the Ordinary General Meeting.-----

§ 2

The Resolution shall enter into force as of the date of its adoption. -----

*In the **secret** ballot, the number of shares under which valid votes were cast is 45,278,837, the percentage of shares under which valid votes were cast in the share capital is 60.34% and the total number of valid votes is 45,278,837 including the number of votes: “for” – 45,278,837, “against” – 0 and “abstained” – 0. Therefore, the resolution **was adopted**. -----*

Resolution 2
of the Ordinary General Meeting of Shareholders
of the company under the business name: "TOYA" spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on refraining from the election of the Vote Counting Committee of the Ordinary
General Meeting

§ 1

The Ordinary General Meeting of Shareholders of the company under the business name: "TOYA" S.A. decides to refrain from electing the Vote Counting Committee and entrusts the Chairperson with counting the votes with the assistance of a company conducting electronic voting.-----

§ 2

The resolution shall enter into force as of the date of its adoption.-----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: "for" – 45,278,837, "against" – 0 and "abstained" – 0. -----*

Resolution 3
of the Ordinary General Meeting of Shareholders
of the company under the business name:
“TOYA” spółka akcyjna with its registered office in Wrocław
of 26.06.2024
on the adoption of the agenda of the Ordinary General Meeting

§ 1

The Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. adopts the following agenda:-----

1. Opening of the Ordinary General Meeting. -----
2. Adopting a resolution on electing the Chairperson of the Ordinary General Meeting. -----
3. Confirming that the Ordinary General Meeting was duly convened and is capable of adopting valid resolutions.-----
4. Adopting a resolution on refraining from the election of the Vote Counting Committee of the Ordinary General Meeting. -----
5. Adopting a resolution on adopting the agenda of the Ordinary General Meeting. -----
6. Considering the Management Board’s report on the activity of “TOYA” S.A. for the financial year ended 31 December 2023.-----
7. Adopting a resolution on approving the Management Board’s report on the activity of “TOYA” S.A. for the financial year ended 31 December 2023.-----

8. Considering the separate financial statements of “TOYA” S.A. for the financial year ended 31 December 2023. -----
9. Adopting a resolution on approving the separate financial statements of “TOYA” S.A. for the financial year ended 31 December 2023. -----

10. Considering the Management Board’s report on the activity of the TOYA Capital Group for the financial year ended 31 December 2023.-----

11. Adopting a resolution on approving the Management Board's report on the activity of the TOYA Capital Group for the financial year ended 31 December 2023.-----
12. Considering the consolidated financial statements of the TOYA Capital Group for the financial year ended 31 December 2023.-
13. Adopting a resolution on approving the consolidated financial statements of the TOYA Capital Group for the financial year ended 31 December 2023.-----
14. Considering the Supervisory Board's report for the financial year ended on 31 December 2023. -----
15. Adopting a resolution on approving the Supervisory Board's report for the financial year ended 31 December 2023. -----
16. Adopting a resolution on issuing an opinion on the Report on remuneration of the Members of the Management Board and Supervisory Board of "TOYA" S.A. for the financial year 2023. -----

17. Adopting a resolution on adopting the Remuneration Policy for the Members of the Management Board and Supervisory Board of "TOYA" S.A. -----
18. Adopting a resolution on granting a vote of acceptance to the President of the Management Board, Mr Grzegorz Pinkosz, for the discharge of his duties for the financial year ended 31 December 2023.-----
19. Adopting a resolution on granting a vote of acceptance to the Vice-President of the Management Board, Mr Maciej Lubnauer, for the discharge of his duties for the financial year ended 31 December 2023.-----
20. Adopting a resolution on granting a vote of acceptance to the Vice-President of the Management Board, Mr Robert Borys, for the discharge of his duties for the financial year ended 31 December 2023.-----
21. Adopting a resolution on granting a vote of acceptance to Mr Piotr Mondalski for the discharge of his duties of the Chairperson of the Supervisory Board for the financial year ended 31 December 2023. -----
22. Adopting a resolution on granting a vote of acceptance to Mr Jan Szmidt for the discharge of his duties of Vice-Chairperson of the Supervisory

- Board for the financial year ended 31 December 2023. -----
23. Adopting a resolution on granting a vote of acceptance to Ms Beata Szmidt for the discharge of her duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----
24. Adopting a resolution on granting a vote of acceptance to Mr Grzegorz Maciag for the discharge of his duties of Member of the Supervisory Board for the financial year ended 31 December 2023. -----
25. Adopting a resolution on granting a vote of acceptance to Mr Dariusz Górka for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----
26. Adopting a resolution on granting a vote of acceptance to Mr Wojciech Papierak for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----
27. Adopting a resolution on granting a vote of acceptance to Mr Michał Kobus for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----
28. Adopting a resolution on the distribution of profit for the financial year ended 31 December 2023. -----
29. Adopting a resolution on determining the number of members of the Supervisory Board of "TOYA" S.A. for the new term of office. -----
30. Adopting resolutions on appointing of members of the Supervisory Board for a new term of office. -----
31. Adoption of resolutions on establishing the remuneration of the members of the Supervisory Board for a new term of office. -----
32. Adopting a resolution on granting an authorisation to the Management Board of the Company to acquire own shares and to create a reserve capital for the acquisition of the Company's own shares. -----
33. Closing of the Ordinary General Meeting. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that:* -----

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,278,837, “against” – 0 and “abstained” – 0. -----
-----*

Resolution 4
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on the approving the Management Board’s report on the activity of “TOYA”
S.A. for the financial year ended 31 December 2023.

§ 1

Pursuant to Article 395 § 2(1) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(a) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A., after consideration, approves the Management Board’s report on the activity of “TOYA” S.A. for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----
-----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 5
of the Ordinary General Meeting of Shareholders
of the company under the business name: "TOYA" spółka akcyjna with its
registered office in Wrocław

of 26.06.2024

on approving the separate financial statements of "TOYA" S.A. for the financial year ended 31 December 2023.

§ 1

Pursuant to Article 395 § 2(1) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(a) of the Articles of Association of "TOYA" S.A., the Ordinary General Meeting of Shareholders of the company under the business name: "TOYA" S.A., after consideration, approves the separate financial statements of "TOYA" S.A. for the financial year ended 31 December 2023, which comprise: -----

- the statement of financial position as at 31 December 2023, which on the assets, liabilities and equity side shows an amount of PLN 401,290 thousand (in words: four hundred and one million two hundred and ninety thousand Polish zlotys),-----
- the statement of profit or loss and other comprehensive income, which for the period from 1 January 2023 to 31 December 2023 shows a comprehensive income of PLN 52,864 thousand (in words: fifty-two million, eight hundred and sixty-four thousand Polish zlotys), -----
- the statement of changes in equity for the period from 1 January 2023 to 31 December 2023,-----
- the statement of cash flows for the period from 1 January 2023 to 31 December 2023, -----
- the accounting policy and other explanatory notes. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*

- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611. -----*

Resolution 6
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on approving the Management Board’s report on the activity of the TOYA
Capital Group for the financial year ended 31 December 2023.

§ 1

Pursuant to Article 395 § 5 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended), the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A., after consideration, approves the Management Board’s report on the activity of the TOYA Capital Group for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----
-----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 7
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on approving the consolidated financial statements of the TOYA Group for
the financial year ended 31 December 2023.

§ 1

Pursuant to Article 395 § 5 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) read with Article 63c(4) of the Accounting Act of 29 September 1994 (consolidated text, Journal of Laws of 2023, item 120, as amended), the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A., after consideration, approves the consolidated financial statements of the TOYA Capital Group for the financial year ended 31 December 2023, which comprise:-----

- the consolidated statement of financial position as at 31 December 2023, which on the assets, liabilities and equity side shows an amount of PLN 553,428 thousand (in words: five hundred and fifty-three million four hundred and twenty-eight thousand Polish zlotys), -----
- the consolidated statement of profit or loss and other comprehensive income, which for the period from 1 January 2023 to 31 December 2023 shows a comprehensive income of PLN 49,257 thousand (in words: forty-nine million, two hundred and fifty-seven thousand Polish zlotys), -----
- the consolidated statements of changes in equity for the period from 1 January 2023 to 31 December 2023,-----
- the consolidated statement of cash flows from 1 January 2023 to 31 December 2023,-----
- the accounting policy and other explanatory notes. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----*

- the number of shares under which valid votes were cast is 45,278,837;-----*
- the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- total number of valid votes is 45,278,837, including the number of votes: "for" – 45,198,226, "against" – 0 and "abstained" – 80,611. ----- -*

Resolution 8
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on approving the Supervisory Board’s report
for the financial year ending 31 December 2023.

§ 1

Pursuant to § 26(1)(a) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A., after consideration, approves the Supervisory Board’s report including:-----

1. evaluation of: -----
 - the Management Board’s report on the activity of “TOYA” S.A. and the TOYA Capital Group for the financial year ended 31 December 2023, -----
 - the separate financial statements of “TOYA” S.A. and the consolidated financial statements of the TOYA Capital Group for the financial year ended 31 December 2023, ----- in the scope of their compliance with the books of account, documents and the factual state, and-----
 - the proposal of the Management Board concerning the distribution of profit for the financial year ended on 31 December 2023. -----
 - the situation of “TOYA” S.A., including the adequacy and effectiveness of the company’s internal control, risk management, compliance and internal audit systems, together with an assessment of financial reporting and operations. -----
 - the company’s application of the rules of corporate governance and the manner of fulfilling information obligations concerning their application, specified in the Rules of the Stock Exchange and regulations concerning current and periodic information provided by issuers of securities, together with information on actions taken by the Supervisory Board to make this assessment. -----

- the fulfilment by the Management Board of its obligations to inform the Supervisory Board of the current situation of the Company and the assessment of the manner in which the Management Board prepares or submits to the Supervisory Board the information, documents, reports or explanations requested pursuant to Article 382 § 4 of the Code of Commercial Companies. -----
- 2. information on the total remuneration payable by the Company for all examinations commissioned by the Supervisory Board during the financial year pursuant to Article 382¹ of the Code of Commercial Companies. -----
- 3. information on the composition of the Supervisory Board and its committees. -----
- 4. summary of the activities of the Supervisory Board and the Audit Committee in the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that:* -----

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611. -----*

Resolution 9
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024

on issuing an opinion on the Report on remuneration of the Members of the
Management Board and Supervisory Board of “TOYA” S.A. for the financial
year 2023

§ 1

Pursuant to Article 395 § 21 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) read with Article 90g(6) of the Act on Public Offerings and Conditions for the Introduction of Financial Instruments to the Organised Trading System, and on Public Companies of 29 July 2005 (consolidated text, Journal of Laws of 2024, item 620), the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A., positively reviews the report on remuneration of the Members of the Management Board and Supervisory Board of “TOYA” S.A. for the financial year 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,009,561, “against” – 269,276 and “abstained” – 0. -----*

Resolution 10
of the Ordinary General Meeting of Shareholders
of the company under the business name:
“TOYA” spółka akcyjna with its registered office in Wrocław
of 26.06.2024
on adopting the Remuneration Policy for the Members of the Management
Board and Supervisory Board of “TOYA” S.A.

§ 1

Pursuant to Article 90d(1) of the Act on Public Offerings, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies of 29 July 2005 (Journal of Laws of 2019, item 623, as amended), the Ordinary General Meeting of Shareholders of the company under the business name: TOYA S.A. decides to adopt the Remuneration Policy for the members of the Management Board and the Supervisory Board of TOYA S.A. in the following wording:-----

**“REMUNERATION POLICY FOR THE MEMBERS OF THE MANAGEMENT
BOARD AND THE SUPERVISORY BOARD OF “TOYA” S.A.**

§ 1

Definitions

The following definitions are used in this document: -----

Member of the Supervisory Board of the Company – the member of the Supervisory Board of the company under the business name “TOYA” S.A. with registered office in Wrocław; -----

Member of the Management Board of the Company – the member of the Management Board of the company under the business name “TOYA” S.A. with its registered office in Wrocław;-----

Civil Code – the Act of 23 April 1964 – the Civil Code (Journal of Laws of 2019, item 1145, as amended); -----

Labour Code – the Act of 16 June 1974 – the Labour Code (Journal of Laws of 2019, item 1040 as amended); -----

Code of Commercial Companies – the Act of 15 September 2000 – the Code of Commercial Companies (Journal of Laws of 2019, item 505, as amended); -----

Remuneration Policy – this document setting out the principles, bases and procedures for the determination, calculation and payment of remuneration to the members of the Management Board and the Supervisory Board of the company under the business name “TOYA” S.A. with its registered office in Wrocław;-----

PPK – Employee Capital Plans, referred to in the Act on Employee Capital Plans of 4 October 2018 (Journal of Laws of 2018, item 2215, as amended); -----

Supervisory Board – the supervisory board of the company under the business name “TOYA” S.A. with its registered office in Wrocław; -----

Company – the company under the business name “TOYA” S.A. with its registered office in Wrocław;-----

Act on Public Offering – Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies of 29 July 2005 (Journal of Laws of 2019, item 623, as amended); -----

Articles of Association – the articles of association of the company under the business name “TOYA” S.A. with its registered office in Wrocław; ----

General Meeting – the general meeting of shareholders of the company under the business name “TOYA” S.A. with registered office in Wrocław; -----

Management Board – the management board of the company under the business name “TOYA” S.A. with its registered office in Wrocław. -----

§ 2

Introductory remarks. Remuneration Policy objectives and indication of how the Remuneration Policy contributes to the implementation of these objectives and a description of significant changes with regard to the previous Remuneration Policy--

1. The objectives of the Remuneration Policy consist of: -----
 - a) implementation of the Company’s business strategy, -----
 - b) pursuing the long-term interests of the Company, including pursuing the interests of investors - promoting long-term growth in shareholder value and influencing the Company’s accountability to and confidence in its shareholders, and-----

- c) ensuring the stability of the Company.-----
2. The Remuneration Policy contributes to the implementation of the aforementioned objectives through: ----
- a) ensuring sustainable and competitive remuneration forced on continuous performance which motivate the members of the Management Board and Supervisory Board to perform their duties in accordance with the best standards;-----
- b) adopting clear, comprehensive and differentiated financial and non-financial performance criteria for the award of variable remuneration;-----
- c) ensuring the verification of fulfilment of the individual criteria for the payment of variable remuneration in a specified amount;-----
- d) setting proportions between fixed and variable remuneration; -----
- e) disclosing accurate, transparent and timely information by the Company (transparency of remuneration). -----
3. The implementation of the aforementioned objectives is also supported by the solution adopted in the Remuneration Policy with regard to granting the Supervisory Board the authority to determine detailed rules for defining fixed and variable remuneration components for the Member of the Management Board of the Company which allows for taking into account the dynamic changes occurring in the Company's social and economic environment when determining remuneration. -----
4. Moreover, the solutions adopted in the Remuneration Policy, among others, in the scope of organisation of decision-making processes regarding the Remuneration Policy support effective risk management and limit the occurrence of conflicts of interest. -----
5. The Remuneration Policy does not include any commercially sensitive information which could have detrimental effect on the Company's strategic position. The members of the Management Board of the Company are responsible for the information included in the Remuneration Policy. -----
6. The Remuneration Policy is immediately published and made available free of charge on the Company's website together with the resolution on its approval, the date of its adoption and the results of voting on it. The aforementioned documents shall remain available on the Company's website at least as long as

they are applicable.-----

7. The Remuneration Policy focuses on the remunerations of the members of the Management Board and Supervisory Board of the Company for the following financial years. -----

§ 3

Description of fixed and variable remuneration components as well as bonuses and other cash and non-cash benefits which can be granted to the Member of the Management Board and to the Member of the Supervisory Board of the Company with indication of mutual proportions of these remuneration components-----

1. The legal basis for providing remuneration to the Member of the Management Board of the Company is the legal relationship between the Company and the Member of the Management Board of the Company. The Company provides for entrusting the management of the Company based on three legal relationships: --

a) an employment relationship carried out under a contract of employment for an indefinite period, and/or-----

b) a management contract, and/or -----

c) appointment as a Member of the Management Board of the Company for the term of office of a Member of the Management Board of the Company.-----

2. The Company prefers to entrust the management of the Company on the basis of appointment, however, the determination of the legal basis for the relationship between a given Member of the Management Board and the Company and the final amount of its remuneration shall be performed as part of the negotiations with the candidate for a Member of the Management Board of the Company. -----

3. The terms and conditions of agreements under which the Member of the Management Board performs its functions are determined by the Supervisory Board. -----

4. The remuneration of the Member of the Management Board of the Company includes fixed and variable remuneration components.-----

5. The fixed components of the remuneration of the Member of the Management Board of the Company include monthly remuneration determined pursuant to a resolution of the Supervisory Board on appointment to perform a function of the Member of the Management Board of the Company for the time of performing the function of the Member of the Management Board of the Company and/or the

agreement under which the Member of the Management Board of the Company performs its functions, work or services for the benefit of the Company. The Member of the Management Board of the Company can obtain variable remuneration components in the form of cash awards. They are paid out pursuant to a resolution of the Supervisory Board upon preparation of the annual financial statements confirmed by an auditor's opinion. The Supervisory Board adopts the resolution taking into account, among others,

the following: -----

- a) dynamics of changes in the Company's net profit in relation to previous years; --
- b) the macroeconomic environment in which the Company operates; -----
- c) evaluation of the Company's compliance systems, the Information System on the application of the principles of corporate governance, as defined in the Rules of the Stock Exchange and the regulations on current and periodic information provided by issuers of securities, Internal Control Systems. -----

6. The variable components of the remuneration of the Member of the Management Board of the Company depend on the actual long-term financial situation of the Company and the long-term increase in value for shareholder and stability of functioning of the Company and cannot exceed 250% of the annual fixed remuneration for a given financial year. The amount of variable remuneration is determined taking into account the increased scope of liability and risk associated with performing the function in the Company and the effects for the Company and the Member of the Management Board of the Company which can result from materialisation of that risk. -----

7. In particular, the variable remuneration of the Member of the Management Board of the Company depends on fulfilling differentiated performance criteria, i.e. implementation of management objectives set by the Supervisory Board based on an example of an open catalogue of one or more financial and non-financial ratios, included below: -----

I. financial ratios:-----

- a) net profit/loss or EBITDA; -----
- b) value of revenues from sales; -----
- c) the amount of administrative costs -----
- d) the amount of sales costs; -----

e) profitability ratios, liquidity ratios, management efficiency ratios;-----

II. non-financial ratios: -----

a) implementation of specific investments, projects, strategies included in the financial plan; -----

b) change in the Company's market position, calculated as market share or according to other criteria or relations with counterparties designated as key according to specified criteria;-----

c) level of involvement of the Company in corporate social responsibility, taking into account social interests, contribution to the protection of the environment and taking actions the aim of which is to prevent and remedy the negative social consequences of the Company's actions; -----

8. In addition, the Member of the Management Board of the Company can obtain fixed and variable components of remuneration under employment or service agreements concluded with one or more companies from the Company's capital group.-----

9. The Supervisory Board shall be entitled to determine detailed rules with respect to the determination of fixed and variable components of remuneration for a member of the Management Board of the Company as well as non-cash benefits that can be granted to the Member of the Management Board of the Company.-----

10. The Supervisory Board can determine and detail the criteria in the scope of financial and non-financial ratios, regarding the granting of variable remuneration components, including criteria relating to the consideration of social interests, the Company's contribution to environmental protection and undertaking the measures aimed at preventing and eliminating the negative social effects of the Company's actions. -----

11. The Supervisory Board, due to having supervisory powers in the Company, shall be entitled to verify whether the individual criteria determining the payment of a variable remuneration in a specified amount to the Member of the Management Board of the Company are met under the Company's financial and non-financial documents and explanations of the Management Board submitted at the request of the Supervisory Board. -----

12. The Supervisory Board is authorised to determine payment deferral periods

and the possibility for the Company to demand repayment of variable remuneration components and, if the Company grants remuneration to the Member of the Management Board of the Company in the form of financial instruments – the periods in which the entitlement to obtain remuneration in that form is acquired and the rules for disposing of those financial instruments, while specifying how granting remuneration in the form of financial instruments contributes to the implementation of the objectives of the Remuneration Policy. -----

13. The criteria on the basis of which the amount of variable components of remuneration of the Member of the Management Board of the Company is determined contribute to the implementation of the objectives of the Remuneration Policy, i.e. implementation of the Company’s business strategy, implementation of the Company’s long-term interests, including the implementation of interests of investors – supporting long-term growth of shareholder value and influencing the increase of the Company’s liability towards its shareholders and building their trust, and ensuring the Company’s stability through: -----

- a) meeting market standards;-----
- b) ensuring that the remuneration of the Member of the Management Board of the Company is commensurate with the Company’s financial results; -----
- c) ensuring the adequacy of the remuneration amount of the Member of the Management Board of the Company taking into account the increased liability and risks associated with performing function in the Company and the consequences for the Member of the Management Board of the Company and the Company itself that can arise from the materialisation of such risk;-----
- d) fostering an increase in the commitment of the Member of the Management Board of the Company to his or her functions within the Company; -----
- e) motivating the Member of the Management Board of the Company to fulfil the criteria determined in the Remuneration Policy and, as a result, the objectives of the Remuneration Policy;-----
- f) enabling to recruit candidates to act in the capacity of the Member of the Management Board of the Company with high quality management competences and skills; -----
- g) ensuring that the Member of the Management Board of the Company is

permanently bound to the Company; -----

h) shaping attitudes that exclude excessive risk-taking by the Member of the Management Board of the Company in the scope of the performed functions; -----

i) preventing the occurrence of conflicts of interest between the Member of the Management Board of the Company and the Company's shareholders. -----

14. The Member of the Management Board of the Company can also obtain non-cash benefits from the Company, including: -----

a) the right to use certain assets of the Company; -----

b) the right to additional insurance; -----

c) the right to benefit from additional non-wage benefits (perks) launched for persons employed by and permanently cooperating with the Company; -----

d) the right to participate on a general basis in the Company's pension schemes (including PPK). -----

The value of non-cash benefits from the Company to Members of the Management Board of the Company cannot exceed 25% of the annual fixed remuneration for the relevant financial year. ----

15. The legal basis for providing remuneration to the Member of the Supervisory Board of the Company for performing a function in a supervisory body are resolutions of the General Meeting. The rules of providing remuneration to the Member of the Supervisory Board of the Company can be specified in the resolution appointing to act in the capacity of the Member of the Supervisory Board of the Company or in a separate resolution. -----

16. The remuneration of the Member of the Supervisory Board of the Company includes a fixed monthly remuneration. The remuneration is adequate to the scope of tasks entrusted to individual persons and involves the performance of additional functions, such as work in committees of the Supervisory Board. The amount of remuneration of the Member of the Supervisory Board is determined taking into account the increased scope of liability and risk related to performing the function in the Company and the effects for the Company and the Member of the Supervisory Board of the Company which can arise from the materialisation of this risk. -----

17. The Member of the Supervisory Board of the Company can also receive non-cash benefits from the Company. The Company's practice is to grant the

following cash benefits to the Member of the Supervisory Board of the Company: -

- a) the right to use certain assets of the Company; -----
- b) the right to additional insurance; -----
- c) the right to benefit from additional non-wage benefits (perks) launched for persons employed by and permanently cooperating with the Company; -----

- d) the right to participate on a general basis in the Company's pension schemes (including PPK). -----

The value of non-cash benefits from the Company to the Members of the Supervisory Board of the Company cannot exceed 25% of the annual fixed remuneration for the relevant financial year. -----

18. The General Meeting shall decide on granting the atypical non-cash benefits, i.e. beyond the general practice of the Company referred to above, to the Member of the Supervisory Board of the Company. -----

19. The remuneration of the Member of the Supervisory Board of the Company is not subject to options and other derivatives or any other variable components and is not dependent on the Company's performance. -----

20. There is no employee share plan functioning in the Company. The Company does not grant remuneration in the form of financial instruments to the Member of the Management Board of the Company or the Member of the Supervisory Board of the Company.----- The Company does not rule out amending its Remuneration Policy in this respect in the future.

§ 4

Explanation of how the employment and remuneration conditions of the Company's employees other than members of the Management Board and Supervisory Board have been taken into account in establishing the Remuneration Policy -----

- 1. Under the Labour Code, the employees of the Company are entitled to fair remuneration for their work. -----
- 2. All employees of the Company obtain remuneration for their work

corresponding to the type of work performed and the qualifications required for its performance. -----

3. The terms and conditions of granting remuneration to the Company's employees are determined taking into account the quantity, quality of the work performed and the liability incurred. -----

4. The Remuneration Policy involves the employment and remuneration conditions for the Company's employees by ensuring that the employment and remuneration conditions for the Member of the Management Board of the Company and the Member of the Supervisory Board of the Company are determined taking into account the increased liability and risks associated with their functions in the Company and the consequences for the Member of the Management Board of the Company or the Member of the Supervisory Board of the Company as well as the Company itself that can arise from the materialisation of these risks. -----

5. Pursuant to the provisions of the Labour Code, any discrimination in the scope of employment is unacceptable in the Company. The employees of the Company are treated equally with regard to the establishment and termination of the employment relationship, terms and conditions of employment, promotion and access to training to improve their professional qualifications. -----

6. The prohibition of discrimination referred to above transposed in the Work Regulations of "TOYA" S.A. According to these Regulations, the employees of the Company are entitled to equal remuneration for equal work or work of equal value. -----

7. The Company provides its employees with safe and hygienic working conditions and conducts systematic training of employees in the scope of occupational health and safety. The Company provides all employees with working conditions that involve the nature of the work and the environment in which it is carried out. -----

8. In establishing the Remuneration Policy, the aforementioned data and the Company's current financial situation were taken into account. -----

§ 5

Indication of the period for which employment agreements, contracts of mandate,

contracts for a specified task or other agreements of a similar nature were concluded with the Member of the Management Board of the Company and the Member of the Supervisory Board of the Company and indication of the periods and terms and conditions for termination of these agreements and if no agreement was concluded with the Member of the Management Board of the Company or the Supervisory Board of the Company – indication of the type and period for which the legal relationship binding the Member of the Management Board of the Company or Supervisory Board with the Company was established and the period and terms and conditions for termination of this legal relationship

1. The Member of the Management Board of the Company is appointed to and removed from office by the Supervisory Board. The term of office of the Management Board pursuant to § 12(3) of the Articles of Association of the Company is 3 years. The mandate of the Member of the Management Board expires, at the latest, on the day of the General Meeting approving the financial statements for the last full financial year of performing the function.-----

2. The agreements with the Member of the Management Board of the Company shall be concluded on behalf of the Company by the representative of the Supervisory Board delegated by the Supervisory Board. The same procedure shall apply to other legal actions connected with the legal relationship between the Member of the Management Board and the Company. The Member of the Management Board of the Company can resign from its function at any time. The Member of the Supervisory Board of the Company can be dismissed from its function under the provisions of the Code of Commercial Companies and the corporate documents of the Company. Depending on whether the agreement under which the Member of the Management Board of the Company performs its function, provides work or services for the benefit of the Company is the employment agreement or a managerial contract, the question of its termination is regulated by the provisions of the Labour Code or the Civil Code. -----

3. The Member of the Supervisory Board of the Company is appointed and dismissed by the General Meeting. The term of office of the Supervisory Board shall be 3 years. The mandate of the Member of the Supervisory Board expires, at

the latest, on the day of the General Meeting approving the financial statements for the last full financial year of performing the function. The Member of the Supervisory Board of the Company can resign from its function at any time. The Member of the Supervisory Board of the Company can be dismissed from its function under the provisions of the Code of Commercial Companies and the corporate documents of the Company.-----

§ 6

Description of the main features of supplementary pension and early retirement schemes -----

In accordance with the Company's remuneration systems and regulations, all employees of the Company are entitled to obtain death and retirement benefits. Death benefits are paid once to the employee's family in the event of its death. Retirement benefits are paid once upon retirement. The amount of retirement and death benefits depends on the employee's length of service and average remuneration. The Member of the Management Board of the Company and the Member of the Supervisory Board of the Company is entitled to participate in the PPK plans under the general rules applicable in the Company. -----

§ 7

Description of the decision-making process followed to establish, implement and review the Remuneration Policy -----

1. The Remuneration Policy, as an internal legal act of the Company, was developed with the participation of the legal compliance department, human resources department, Management Board and Supervisory Board.
2. After the draft Remuneration Policy has been approved by the Management Board and the Supervisory Board, the Company submits the Remuneration Policy to a vote at the General Meeting.-----
3. The Remuneration Policy is approved by resolution of the General Meeting. The vote of the General Meeting is binding. -----
4. The Company shall put the Remuneration Policy to a vote at the General Meeting in the event of any material change and always at least every four years. -----
5. The Company pays remuneration to the Members of the Management Board

and Supervisory Board only under the Remuneration Policy. -----

§ 8

Description of the measures taken to avoid or manage conflicts of interest associated with the Remuneration Policy-----

1. The Remuneration Policy, as an internal legal act of the Company, was developed with the participation of the legal compliance department, human resources department, Management Board and Supervisory Board.

2. The process of making all decisions regarding the Remuneration Policy is characterised by dispersion and transparency and has therefore been designed to avoid conflicts of interest and to ensure the independence of those involved in it.--

3. The entity to which the Remuneration Policy applies should review on an ongoing basis the possibility of occurrence of conflicts of interest in its case related to this Policy, in particular taking into account the provisions of other internal acts of the Company. -----

4. The entities to which the Remuneration Policy applies should avoid actions that could lead to conflicts of interest associated with the Remuneration Policy.---

5. The Company has implemented the Anti-Corruption Code for “TOYA” S.A. which applies to all employees who work for the benefit of the Company in an employment relationship, regardless of their position or function, co-workers providing services under civil law agreements and members of the Company’s corporate bodies, determining, among others, the basic principles for avoiding conflicts of interest within the Company.-----

6. The Company implemented the Whistleblowing and Investigation Procedure in TOYA S.A. enabling to report irregularities that form conflicts of interest and, consequently, the prevention, identification and management of those irregularities.-----

7. The Supervisory Board supervises the implementation of the Remuneration Policy. When preparing the annual remuneration report, the Supervisory Board also reviews the Remuneration Policy for potential conflicts of interest. -----

§ 9

Final provisions

1. If this is necessary to pursue the long-term interests and financial stability of the Company or to guarantee its profitability, the Supervisory Board, upon a proposal by the Management Board containing a justification, may decide by resolution to temporarily derogate from all or part of the elements of the Remuneration Policy. The resolution of the Supervisory Board is communicated to the Company's shareholders at the next General Meeting. -----
2. The Supervisory Board prepares the annual remuneration report providing a comprehensive overview of the remuneration, including all benefits in whatever form, obtained or payable to a Member of the Management Board of the Company or to the Member of the Supervisory Board of the Company in the last financial year under the Remuneration Policy. The members of the Supervisory Board are liable for the information included in the remuneration report. -----
3. The aforementioned report as well as matters not regulated in this Remuneration Policy shall be governed by the provisions of the Act on Public Offering.”. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that:* -----

- *the number of shares under which valid votes were cast is 45,253,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.30% -----*
- *total number of valid votes is 45,253,837, including the number of votes: “for” – 44,984,561, “against” – 269,276 and “abstained” – 0. -----*

Resolution 11
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław

of 26.06.2024

on granting a vote of acceptance to the President of the
Management Board, Mr Grzegorz Pinkosz, for the discharge of
his duties for the financial year ended 31 December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to the President of the Management Board, Mr Grzegorz Pinkosz, for the discharge of his duties for the financial year ended 31 December 2023. -

§ 2

The resolution shall enter into force as of the date of its adoption.-----

*After conducting the voting by secret ballot, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,132,036;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.14% -----*
- *total number of valid votes is 45,132,036, including the number of votes: “for” – 45,051,425, “against” – 0 and “abstained” – 80,611.-----*

Resolution 12
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on granting a vote of acceptance to the Vice-President of the Management
Board, Mr Maciej Lubnauer, for the discharge of his duties for the
financial year ended 31 December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. Grants a vote of acceptance to the Vice-President of the Management Board, Mr Maciej Lubnauer, for the discharge of his duties for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,217,006;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.26% -----*
- *total number of valid votes is 45,217,006, including the number of votes: “for” – 45,136,395, “against” – 0 and “abstained” – 80,611.-----*

Resolution 13

of the Ordinary General Meeting of Shareholders of the company under the business name: "TOYA" spółka akcyjna with its registered office in Wrocław of 26.06.2024

on granting a vote of acceptance to the Vice-President of the Management Board, Mr Robert Borys, for the discharge of his duties for the financial year ended 31 December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of "TOYA" S.A., the Ordinary General Meeting of Shareholders of the company under the business name: "TOYA" S.A. grants a vote of acceptance to the Vice-President of the Management Board, Mr Robert Borys, for the discharge of his duties for the financial year ended 31 December 2023

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,234,177;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.28% -----*
- *total number of valid votes is 45,234,177, including the number of votes: "for" – 45,153,566, "against" – 0 and "abstained" – 80,611.-----*

Resolution 14
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024

on granting a vote of acceptance to Chairperson of the Supervisory
Board, Mr Piotr Mondalski, for the discharge of his duties for the
financial year ended 31 December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to Chairman of the Supervisory Board, Mr Piotr Mondalski, for the discharge of his duties for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 15
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on granting a vote of acceptance to Mr Jan Szmidt for the discharge of his
duties
of the Vice-Chairman of the Supervisory Board for the financial year ended
31 December 2023.

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to Mr Jan Szmidt for the discharge of his duties of the Vice-President of the Supervisory Board for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 12,692,329;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 16.91% -----*
- *total number of valid votes is 12,692,329, including the number of votes: “for” – 12,611, 718, “against” – 0 and “abstained” – 80,611.-----*

Resolution 16
of the Ordinary General Meeting of Shareholders
of the company under the business name:
“TOYA” spółka akcyjna with its registered office in Wrocław
of 26.06.2024

**on granting a vote of acceptance to Ms Beata Szmidt for the discharge of
her duties of the Member of the Supervisory Board for the financial year
ended 31 December 2023**

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. on granting a vote of acceptance to Ms Beata Szmidt for the discharge of her duties of the Member of the Supervisory Board for the financial year ended 31 December 2023.-

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 42,039,584;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 56.02% -----*
- *total number of valid votes is 42,039,584, including the number of votes: “for” – 41,958,973, “against” – 0 and “abstained” – 80,611.-----*

Resolution 17
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on granting a vote of acceptance to Mr Grzegorz Maciąg for the discharge of his
duties of the Member of the Supervisory Board for the financial year ended 31
December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to Mr Grzegorz Maciąg for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 18
of the Ordinary General Meeting of Shareholders
of the company under the business name:
“TOYA” spółka akcyjna with its registered office in Wrocław
of 26.06.2024
on granting a vote of acceptance to Mr Dariusz Górka for the
discharge of his duties of the Member of the Supervisory Board
for the financial year ended 31 December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to Mr Dariusz Górka for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 19
of the Ordinary General Meeting of Shareholders
of the company under the business name:
“TOYA” spółka akcyjna with its registered office in Wrocław
of 26.06.2024

on granting a vote of acceptance to Mr Wojciech Papierak for the discharge of his
duties of the Member of the Supervisory Board for the financial year ended 31
December 2023

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to Mr Wojciech Papierak for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 20
of the Ordinary General Meeting of Shareholders
of the company under the business name:
“TOYA” spółka akcyjna with its registered office in Wrocław
of 26.06.2024
on granting a vote of acceptance to Mr Michał Kobus for the discharge of his duties
of the Member
of the Supervisory Board for the financial year ended 31 December 2023.

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(c) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. grants a vote of acceptance to Mr Michał Kobus for the discharge of his duties of the Member of the Supervisory Board for the financial year ended 31 December 2023. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting by **secret ballot**, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that the shareholder affected by the resolution did not participate in voting, in accordance with Article 413 of the Code of Commercial Companies: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for” – 45,198,226, “against” – 0 and “abstained” – 80,611.-----*

Resolution 21
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on the distribution of profit for the financial year ended 31 December
2023

§ 1

Pursuant to Article 395 § 2(2) of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 26(1)(b) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to distribute the net profit of PLN 52,894,722.54 (in words: fifty-two million eight hundred and ninety-four thousand seven hundred and twenty-two Polish zlotys and 54 groszy) as follows: -----

➤ **allocate the entirety of net profit for the financial year 2023 of PLN 52,894,722.54 (in words: fifty-two million eight hundred and ninety-four thousand seven hundred and twenty-two Polish zlotys and 54 groszy) to supplementary capital-----**

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,234,177;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.28% -----*
- *total number of valid votes is 45,234,177, including the number of votes: “for” – 45,143,250, “against” – 90,927 and “abstained” – 0. -----*

Resolution 22
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024 on determining the number of members of the Supervisory
Board of “TOYA” S.A. for a new term of office

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(1) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides that the Supervisory Board of “TOYA” S.A. for the new 3-year term of office shall comprise 7 members.-----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----
-----*

- *the number of shares under which valid votes were cast is 45,278,837;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: “for”
-- 45,278,837, “against” – 0 and “abstained” – 0. -----*

Resolution 23
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to appoint Mr **Zenon Beker** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 36,776,026, “against” – 1,608,367 and “abstained” – 6,685,812. -----*

Resolution 24

**of the Ordinary General Meeting of Shareholders
of the company under the business name: "TOYA" spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office**

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of "TOYA" S.A., the Ordinary General Meeting of Shareholders of the company under the business name: "TOYA" S.A. decides to appoint Mr **Dariusz Górka** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: "for"
-- 43,461,838, "against" – 1,608,367 and "abstained" – 0.-----*

Resolution 25
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to appoint Mr **Grzegorz Maciag** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for”
-- 43,461,838, “against” – 1,608,367 and “abstained” – 0.-----*

Resolution 26
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to appoint Mr **Piotr Mondalski** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 43,461,838, “against” – 1,608,367 and “abstained” – 0. -----*

Resolution 27
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to appoint Mr **Wojciech Papierak** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 43,461,838, “against” – 1,608,367 and “abstained” – 0. -----*

Resolution 28

**of the Ordinary General Meeting of Shareholders
of the company under the business name: "TOYA" spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office**

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of "TOYA" S.A., the Ordinary General Meeting of Shareholders of the company under the business name: "TOYA" S.A. decides to appoint **Ms Beata Szmidt** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office. -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: "for" – 43,461,838, "against" – 1,608,367 and "abstained" – 0. -----*

Resolution 29
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna
with its registered office in Wrocław of 26.06.2024 on appointing
the members of the Supervisory Board for a new term of office

§ 1

Pursuant to Article 385 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 16(2) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to appoint **Mr Jan Szmidt** as a member of the Supervisory Board of TOYA S.A. for a new 3-year term of office.

§ 2

The resolution shall enter into force upon its adoption.

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that:*

- *the number of shares under which valid votes were cast is 45,070,205;*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06%*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 43,461,838, “against” – 1,608,367 and “abstained” – 0.*

Resolution 30
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Mr Zenon Beker – shall receive a monthly remuneration in the amount of PLN 12.000.00 (twelve thousand Polish zlotys), -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 44,775,515, “against” – 203,763 and “abstained” – 90,927-----*

Resolution 31
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Mr Dariusz Górka – shall receive a monthly remuneration in the amount of PLN 12.000.00 (twelve thousand Polish zlotys), -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 44,775,515, “against” – 203,763 and “abstained” – 90,927. -----*

Resolution 32
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Mr Piotr Mondalski – shall receive a monthly remuneration in the amount of PLN 18.000.00 (eighteen thousand Polish zlotys).-----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 38,089,703, “against” – 228,763 and “abstained” – 6,751,739.-----*

Resolution 33
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Mr Grzegorz Maciąg – shall receive a monthly remuneration in the amount of PLN 12.000.00 (twelve thousand Polish zlotys), -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 44,775,515, “against” – 203,763 and “abstained” – 90,927. -----*

Resolution 34
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Mr Wojciech Papierak – shall receive a monthly remuneration in the amount of

PLN 12.000.00 (twelve thousand Polish zlotys), -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 44,775,515, “against” – 203,763 and “abstained” – 90,927. -----*

Resolution 35
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Mr Jan Szmidt – shall receive a monthly remuneration in the amount of PLN 18.000.00 (eighteen thousand Polish zlotys),-----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----
-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 38,089,703, “against” – 203,763 and “abstained” – 6,776,739.-----*

Resolution 36
of the Ordinary General Meeting of Shareholders
of the company under the business name: “TOYA” spółka akcyjna with its
registered office in Wrocław
of 26.06.2024
on establishing the remuneration of a member of the Supervisory Board of
the new
term of office

§ 1

Pursuant to Article 392 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies (consolidated text, Journal of Laws of 2024, item 18, as amended) and § 23(2) and § 26(1)(k) of the Articles of Association of “TOYA” S.A., the Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. decides to establish the remuneration of the member of the Supervisory Board of “TOYA” S.A. for the new 3-year term of office as follows: -----

- Ms Beata Szmidt – shall receive a monthly remuneration in the amount of PLN 12.000.00 (twelve thousand Polish zlotys), -----

§ 2

The resolution shall enter into force upon its adoption. -----

*After conducting the voting, the Chairperson declared that the **resolution was adopted by secret ballot.** The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,070,205;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.06% -----*
- *total number of valid votes is 45,070,205, including the number of votes: “for” – 44,775,515, “against” – 203,763 and “abstained” – 90,927. -----*

Resolution 37
of the Ordinary General Meeting
TOYA Spółka Akcyjna with its registered office in Wrocław
of 26.06.2024

**on granting the authorisation the Management Board of the Company to acquire
own shares and on setting up a reserve capital for the acquisition of own shares of
the Company**

§ 1.

The Ordinary General Meeting of TOYA S.A. with its registered office in Wrocław (the “Company”), acting pursuant to Article 362 § 1(5) and (8) of the Act of 15 September 2000 – the Code of Commercial Companies (the “Code of Commercial Companies”) and § 26(1)(f) of the Articles of Association of the Company, hereby authorises the Management Board of the Company to purchase fully paid-up own shares of the Company, listed on the main market operated by the Warsaw Stock Exchange, i.e. the official stock exchange listing market, with a nominal value of PLN 0.10 (in words: ten groszy) each share and designated with the ISIN code: PLTOYA000011 (the “Shares”), on the terms and conditions set forth in this resolution. -----

§ 2.

The Company shall purchase fully paid-up Shares on the terms and conditions set forth below: -----

- 1) the maximum number of Shares purchased shall not exceed 12,500,000 (in words: twelve million five hundred thousand);-----
- 2) the total nominal value of the Shares acquired at the time of acquisition and held by the Company and its subsidiaries at that time shall not exceed 20% of the Company’s share capital;
- 3) the acquired shares shall be fully paid up; -----
- 4) the amount of the minimum payment for one share shall be PLN 6.00 (in words: six Polish zlotys and 00 groszy) and the amount of the maximum payment for one share shall be PLN 18.00 (in words: eighteen Polish zlotys and 0 groszy);-----

- 5) the total purchase price of the Shares, plus acquisition costs, shall not exceed the amount of the reserve capital referred to in § 6 below;-----

6) the Shares may be acquired by way of a tender offer pursuant to the provisions of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (Journal of Laws of 2024, item 620, as amended; the “Act on Offering”) through third parties or a general share buyback (share purchase offer from shareholders), with the acquisition of own shares to be carried out in such a way as to ensure equal treatment of all shareholders of the Company;-----

7) the Management Board is authorised to acquire Shares until the funds from the reserve capital created for this purpose are exhausted, but no longer than until 31 December 2027; -----

8) the date of commencement and termination of the acquisition of Shares shall be made public by the Management Board of the Company in accordance with the provisions of the Act on Offering; the commencement and termination of the acquisition of Shares shall require a separate resolution of the Management Board; -----

9) own shares acquired by the Company may be cancelled by a separate resolution of the general meeting. -----

§3.

The Management Board shall make public information after the execution of the Share buyback.-----

§ 4.

1. The Management Board, guided by the interests of the Company and after consulting the Supervisory Board, may:-----

1) start to acquire shares; -----

2) complete the acquisition of shares before 31 December 2027; -----

3) renounce the acquisition of shares in whole or in part. -----

2. The provisions of paragraph 1 above are without prejudice to the requirements set out in § 17(2)(i) and (k) of the Articles of Association. -----

§ 5.

The Management Board shall notify the next General Meeting of the acquisition of the Company’s own shares, in accordance with the provision of Article 363 § 1 of the Code of Commercial Companies. ---

§ 6.

1. In order to finance the acquisition of the Shares, the Ordinary General Meeting of the Company, acting pursuant to Article 396 § 4 read with Article 362 § 2(3) of the Code of Commercial Companies and § 10(5) of the Articles of Association of the Company, resolves to set up a reserve capital in the amount of PLN 100,000,000.00 (in words: one hundred million Polish zlotys and 0 groszy), by transferring this amount from the supplementary capital, which, pursuant to Article 348 § 1 of the Code of Commercial Companies, may be allocated for distribution. --

2. At the same time, acting on the basis of Article 396 § 5 of the Code of Commercial Companies, the Ordinary General Meeting of the Company resolves that the reserve capital referred to above shall be used in accordance with Article 362 § 2(3) of the Code of Commercial Companies, by this resolution. -----

§ 7.

The Management Board of the Company is authorised to perform all factual and legal acts necessary for the acquisition of the Shares and the implementation of this resolution. -----

§ 8.

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

*After conducting the voting, the Chairperson announced that the **resolution was adopted**. The Chairperson declared that: -----*

- *the number of shares under which valid votes were cast is 45,278,837;-----*
- *the percentage of shares under which valid votes were cast in the share capital is 60.34% -----*
- *total number of valid votes is 45,278,837, including the number of votes: "for" – 43,735,983, "against" – 1,522,874 and "abstained" – 19,980. -----*