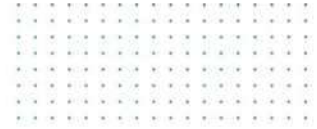




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Wrocław, 1 June 2023

Announcement of convening the Annual General Meeting of "TOYA" S.A.

The Management Board of "TOYA" S.A. with its registered office in Wrocław, 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, 6th Commercial Division of the National Court Register under number 0000066712, with the share capital paid in full: PLN 7 504 222.60, NIP [Tax Identification Number]: 8951686107, REGON [National Official Business Register]: 932093253 (hereinafter also referred to as: the "TOYA S.A." or the "Company"), acting pursuant to Art. 399 § 1, Art. 402¹ and Article 402² of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (consolidated text, Journal of Laws of 2022, item 1467 as amended, hereinafter referred to as the "Code of Commercial Companies and Partnerships") and §24 of the Articles of Association, hereby convenes the Annual General Meeting of "TOYA" S.A (hereinafter referred to as the "Annual General Meeting") as at 29 June 2023 at 11:00 a.m. in Park Hotel Diament Wrocław, ul. Muchoborska 10, 54-424 Wrocław, A, B, C, D halls.

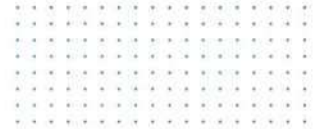
Agenda of the Annual General Meeting of TOYA S.A:

1. Opening of the Annual General Meeting.
2. Adoption of a resolution on the election of the Chairman of the Annual General Meeting.
3. Declaration that the Annual General Meeting was duly convened and has the capacity to adopt resolutions.
4. Adoption of a resolution on abandoning 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 Directors' report on operations of "TOYA" S.A. for the financial year ended on 31 December 2022.
7. Adoption of resolution on approval of the Directors' report on operations of "TOYA" S.A. for the financial year ended on 31 December 2022.
8. Consideration of the standalone financial statements of "TOYA" S.A. for the financial year ended on 31 December 2022.
9. Adoption of resolution on approval of standalone financial statements of "TOYA" S.A. for the financial year ended on 31 December 2022.
10. Consideration of the Directors' report on operations of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2022.
11. Adoption of a resolution on the approval of the Directors' report on operations of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2022.
12. Consideration of the consolidated financial statements of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2022.
13. Adoption of resolution on approval of consolidated financial statements of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2022.



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14. Consideration of the Supervisory Board's report for the financial year ended on 31 December 2022.
15. Adoption of resolution on approval of the report of the Supervisory Board for the financial year ending on 31 December 2022.
16. Adoption of resolution on approval of the report on remuneration paid to Members of the Management Board and Supervisory Board of "TOYA" S.A. for financial year 2022.
17. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz, for the financial year ended on 31 December 2022.
18. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Vice President of the Management Board, Mr Maciej Lubnauer, for the financial year ended on 31 December 2022.
19. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Vice President of the Management Board, Mr Robert Borys, for the financial year ended on 31 December 2022.
20. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, for the financial year ended on 31 December 2022.
21. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Vice Chairman of the Supervisory Board, Mr Jan Szmidt, for the financial year ended on 31 December 2022.
22. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mrs Beata Szmidt, for the financial year ended on 31 December 2022.
23. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for the financial year ended on 31 December 2022.
24. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for the financial year ended on 31 December 2022.
25. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for the financial year ended on 31 December 2022.
26. Adoption of a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for the financial year ended on 31 December 2022.
27. Adoption of a resolution on the distribution of profit for the financial year ended on 31 December 2022.
28. Adoption of a resolution to amend the Articles of Association.
29. Adoption of a resolution to determine the remuneration of the Members of the Supervisory Board.
30. Closing of the Annual General Meeting.

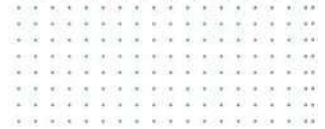
Intended amendment of the Articles of Association

Due to intended amendment of the Articles of Association, pursuant to Art. 402 § 2 of the Code of Commercial Companies and Partnerships, the Management Board of the Company explains that the amendment to the Articles of Association include the addition of §17a with the following content:



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"17a

The information obligations of the Management Board pursuant to Art. 380¹ § 1 and § 2 of the Code of Commercial Companies and Partnerships are restricted in such a way that the Management Board is only obliged to provide the information specified in the aforementioned provisions at the express request of the Supervisory Board."

Right to participate in the Annual General Meeting and Date of registration of participation in the Annual General Meeting

The only persons who are the shareholders of the Company sixteen days before the date of the Annual General Meeting (Date of registration of participation in the Annual General Meeting) have the right to participate in the Annual General Meeting of TOYA S.A. The Date of registration of participation is 13 June 2023.

In order to exercise the right to participate in the Annual General Meeting of Shareholders, the shareholder should submit, not earlier than after the announcement of convening of the Annual General Meeting of Shareholders and not later than on the first weekday after the Date of registration of participation in the Annual General Meeting of Shareholders, a request that the entity that maintains a securities account in his name issue a personal certificate of the right to participate in the Annual General Meeting of Shareholders, which should include:

- a) business name (name), registered office, address and seal of the issuer and the number of the certificate,
- b) number of shares,
- c) separate designation of shares specified in Art. 55 of the Act of 29 July 2005 on trading in financial instruments,
- d) Business name (name), registered office and address of the public company that issued the shares,
- e) nominal value of the shares,
- f) name and surname or business name of the holder of the shares,
- g) registered office (place of residence) and address of the holder of the shares,
- h) purpose for which the certificate is issued,
- i) indication of who is entitled to vote under the shares,
- j) date and place of issue of the certificate,
- k) signature of the person authorised to issue the certificate.

In order to eliminate any possible doubts that can arise with regard to 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 during the Annual General Meeting.

The list of persons entitled to participate in the Annual General Meeting of Shareholders is determined on the basis of the list drawn up by the entity keeping the securities depository pursuant to the regulations on trading in financial instruments. The basis for preparation of the list are certificates on the right to participate in the Annual General Meeting of the Company issued by the aforementioned entities.

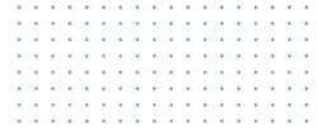
List of shareholders

The list of shareholders entitled to participate in the Annual General Meeting will be made available at the registered office of the Company, i.e. in Wrocław at ul. Sołtysowicka 13-15, three working days before the date of the Annual General Meeting, i.e. starting from 26 June 2022. A shareholder of the Company can request to send him/her a list of shareholders entitled to participate in the Annual General Meeting free of charge



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by e-mail, providing his 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 submittal of the aforementioned request if the shareholder is not on the list of shareholders entitled to participate in the Annual General Meeting.

Description of procedures for participation and exercise of voting rights at the Annual General Meeting

Shareholder's right to request to include certain items in the agenda of the Annual General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital can request the inclusion of specific items in the agenda of the Annual General Meeting of Shareholders. Such a request should be submitted to the Management Board of the Company no later than 21 days before the set date of the Annual General Meeting, i.e. by 8 June 2023. The request shall include substantiation or draft resolution regarding the proposed item of agenda. The request can be submitted in writing or electronically to: zwz@yato.pl, but in any case it should be submitted in a correctly completed and signed form available on the Company's website at: <https://toya.pl/walne-zgromadzenie>

A shareholder or shareholders requesting the inclusion of specific items in the agenda shall be obliged to attach to such request a deposit certificate or certificate of the right to attend the Annual General Meeting issued by a competent entity, confirming the holding of shares to cover the required part of the share capital of the Company as at the date of submittal of the request.

Persons acting on behalf of the institutional shareholder or shareholders being legal persons or other entities, in the case of which the confirmation of representation requires the submittal of relevant documents specifying the principles of representation binding for the shareholder(s), should attach to the aforementioned request originals or copies of those documents, certified, pursuant to the provisions of law in force in this regard. If further powers of attorney are granted, the continuity of the powers must be proven.

The obligation to attach the documents referred to above applies both to the written form and the electronic form of the request, in the configuration relevant for each of the forms (paper document or its copy or scan converted to the PDF format). The written request with all appendices should be submitted against acknowledgement of receipt at the Company's registered office, i.e. in Wrocław at ul. Sołtysowicka 13-15.

If the request is provided electronically – it should be sent to the e-mail address: zwz@yato.pl. All documents, i.e. the request form and appendices should be sent in PDF format as appendices to the message.

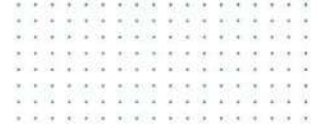
The Company is entitled to take action to identify the shareholder(s) and verify the validity of the documents sent.

The Management Board of the Company shall immediately, but no later than 18 days before the scheduled date of the Annual General Meeting, i.e. by 11 June 2023, announce any changes to the agenda made at the request of shareholders. The announcement will be made in the manner appropriate for convening the General Meeting, i.e. by publication on the Company's website.



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The shareholder's right to propose draft resolutions regarding items introduced to the agenda of the Annual General Meeting of Shareholders or items to be placed on the agenda prior to the Annual General Meeting of Shareholders

A shareholder or shareholders representing at least one-twentieth of the Company's share capital can, prior to the date of the Annual General Meeting of Shareholders, submit to the Company draft resolutions regarding items introduced to the agenda of the Annual General Meeting or items to be introduced to the agenda. Such drafts should be submitted to the Company not later than 48 hours before the date of the Annual General Meeting due to the necessity of posting them on the Company's website. The submittal of the draft resolutions can be made in writing or electronically to the following address: 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>

A shareholder or shareholders proposing draft resolutions on matters introduced to the agenda of the Annual General Meeting of Shareholders or matters to be introduced to the agenda prior to the date of the Annual General Meeting shall be required to attach to such a notification a deposit certificate or personal certificate of right to participate in the Annual General Meeting issued by the relevant entity confirming the holding of shares to cover the required proportion of the Company's share capital as at the date of the proposal.

Persons acting on behalf of the institutional shareholder or shareholders or being legal persons or other entities, in the case of which the confirmation of representation requires the submittal of relevant documents specifying the principles of representation binding for the shareholder(s), should attach to the aforementioned notification the originals or copies of those documents, certified, pursuant to the provisions of law in force in this regard. If further powers of attorney are granted, the continuity of the powers must be proven.

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

If the notification is made electronically – it should be sent to the e-mail address: zwz@yato.pl. All documents, i.e. the notification form and any attachments should be sent in PDF format as attachments to the e-mail.

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

The shareholder's right to propose draft resolutions regarding items introduced to the agenda at the Annual General Meeting

Each shareholder can, during the course of the Annual General Meeting, propose draft resolutions relating to items introduced to the agenda.

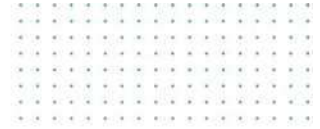
The shareholder's right to ask questions on the issues in the agenda

During the Annual General Meeting, each shareholder shall have the right to ask questions concerning the items in the agenda of the General Meeting.



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Right to appoint a proxy

A shareholder can attend the Annual General Meeting and exercise voting rights 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 states otherwise. The proxy can grant a further power of attorney if this results from the wording of the power of attorney. A proxy can represent more than one shareholder and vote differently with respect to the shares of each shareholder. A shareholder with shares held in more than one securities account can appoint separate proxies to exercise the rights attached to the shares held in each account. A shareholder who is not a natural person can participate in the Annual General Meeting and exercise voting rights through a person authorised to make declarations of will on his behalf or through a proxy.

Forms of power of attorney, electronic notification on granting the power of attorney and manner of verification of powers of attorney

Granting a power of attorney to participate in the Annual General Meeting and exercising voting rights must be made in writing or in electronic form. Granting a power of attorney in electronic form does not require a safe electronic signature verified by a valid qualified certificate.

If the power of attorney is granted in electronic form, the shareholder shall inform the Company of this fact via the Company's e-mail to the following address: <https://toya.pl/walne-zgromadzenie>. TOYA S.A. on its website at: provides a downloadable template of the "Form of notification on granting the power of attorney in electronic form" which when completed in accordance with the instructions contained therein, should be sent by the shareholder to the Company to the aforementioned e-mail address. In order to authenticate the information contained in the notification, the form should be accompanied by a scan of the registered certificate of the shareholder's right to participate in the Annual General Meeting issued by the entity holding the securities account.

Persons acting on behalf of the institutional shareholder(s) or being legal persons or other entities, in the case of which the confirmation of representation requires the submittal of relevant documents specifying the principles of representation applicable to the shareholder(s), should attach to the above notification the originals or copies of those documents, certified in accordance with the applicable provisions of law in this respect, in the form relevant for each of the forms (paper document or its copy or scan and conversion into the PDF format). If further powers of attorney are granted the continuity of the power of attorney shall be proved. Notification on granting the power of attorney in electronic form should be made by 11:59 pm on 28 June 2023 at the latest, due to the need to verify the documents sent.

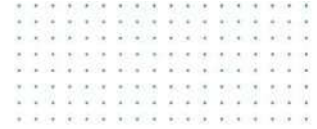
The Member of the Management Board of the Company and an employee of the Company can be the proxies for shareholders at the Annual General Meeting. If the proxy at the Annual General Meeting is the Member of the Management Board of the Company, the Member of the Supervisory Board of the Company, the employee of the Company, or the member of the governing bodies or the employee of the subsidiary of the Company, the power of attorney can authorise representation at only one General Meeting. The proxy shall be obliged to disclose to the shareholder any circumstances indicating the existence or possible existence of a conflict of interest. The granting of a further power of proxy is excluded. The proxy in this case is obliged (pursuant to the applicable law) to vote in accordance with the instructions given by the shareholder.

Verification of the validity of the powers of attorney granted will be carried out by



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- a) checking the content of the power of attorney (chain of powers of attorney) granted and the completeness of the documents attached to it,
- b) checking the correctness of the data entered in the form and comparing them with the information contained in the list of persons entitled to attend the Annual General Meeting,
- c) declaring the compliance of the powers of persons granting powers of attorney on behalf of legal persons with the relevant copies from the National Court Register,
- d) confirming the data and thus identifying the shareholder or shareholders by electronic mail or by telephone in the case of electronic power of attorney and notification of it.

As part of verification of the validity of electronic powers of attorney and identification of the shareholder, TOYA S.A. can request the shareholder to send, electronically, a scan of the power of attorney in PDF format or a photographic file with the photo of a power of attorney.

In case of any doubts or situations requiring clarification, the Company can take other actions to identify the shareholder(s) and verify the validity of powers of attorney, notifications and documents presented. TOYA S.A. shall attach powers of attorney to the minutes of the Annual General Meeting.

How to exercise voting rights by proxy using a form

TOYA S.A. on its website: <https://toya.pl/walne-zgromadzenie> makes downloadable a template of the "Form for exercising voting rights by a proxy or for granting a written instruction to the proxy by shareholder on how to vote pursuant to Art. 402³ § 1 point 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 power of attorney, in the case of open voting at the Annual General Meeting, can form a ballot paper for the proxy, if the shareholder has obliged the attorney to use the form in such a manner. However, in the case of a secret voting, the completed form should be regarded only as a written instruction on how the proxy should vote on the resolution which is to be adopted at the Annual General Meeting. The Chairman of the Annual General Meeting shall inform the Annual General Meeting about casting a vote with form and on that basis the vote is taken into account when counting the total number of votes cast in the vote on the resolution concerned. The form used for voting shall be attached to the book of minutes.

In the event when the counting of votes at the Annual General Meeting is carried out by means of electronic vote-counting devices, the form referred to above shall not apply 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 voting rights

The Company does not provide for the possibility to participate in the Annual General Meeting, nor to speak or vote using electronic means of communication or to exercise voting rights by correspondence.

Information concerning the place of publishing information on Annual General Meeting



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

If comments are made by the Management Board of the Company or the Supervisory Board of the Company on matters introduced to the agenda of the Annual General Meeting or matters to be introduced to the agenda before the date of the Annual General Meeting, they will be made available on the Company's website at: <https://toya.pl/walne-zgromadzenie>

Information concerning the processing of personal data in relation to 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 L 2016, No. 119, p. 1) ("GDPR") shall apply. TOYA S.A. (the "Company" or the "Controller") hereby announces that in connection with the convening of the Annual General Meeting (the "AGM"), the Company will process personal data of the Company's shareholders (jointly the "Shareholders" or "You" and individually the "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 Controller of the collected personal data is TOYA S.A. with its registered office in Wrocław; contact with the Company is possible to the following e-mail address: zwz@yato.pl or by post to the following address: ul. Sołtysowicka 13-15, 51-168 Wrocław;
2. The Company appointed the Data Protection Officer whom it is possible to contact via e-mail: iod@yato.pl or by telephone: 713246200 or by correspondence to the address specified in point 1;
3. The purpose of personal data processing by the Company is to fulfil its obligations under the provisions of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2022, item 1467 as amended) and the information obligations imposed on the Company as a public company in connection with convening the AGM, to enable the Shareholders to exercise their rights in relation to the Company and to establish facts for the purpose of pursuing possible claims or the defending against claims by the Company;
4. The Company processes (i) personal data identifying the Shareholder, such as name, surname, residential address or service address and PESEL [*Universal Electronic System for Registration of the Population*], (ii) data in powers of attorney, (iii) data concerning shares and rights arising therefrom, such as: number, type and numbers of shares and number of votes as well as (iv) – in cases where the Shareholders contact the Company electronically – e-mail address;
5. The personal data of the Shareholders can also be collected by the Company from entities holding a securities depository – Krajowy Depozyt Papierów Wartościowych S.A., ul. Książęca 4, 00-498 Warsaw) as well as from the other Shareholders – to the extent of transferring the data contained in powers of attorney granted;



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6. The Company's legal basis for processing your personal data is:
7. Art. 6 section 1 letter c of the GDPR – obligation arising from the provisions of the Code Commercial Companies and Partnerships concerning: preparing and storing lists of the shareholders and attendance lists at the AGM, enabling voting by proxy and allowing the Shareholders to exercise their rights in relation to the Company (e.g. introducing certain matters to the agenda);
8. Art. 6 section 1 letter f of the GDPR – legitimate interest of the Company in the form of (i) enabling contact with the Shareholders and verification of their identity and (ii) pursuing potential claims or defending against claims;
9. The recipients of the collected personal data are the entities providing and supporting the Controller's IT systems, the Financial Supervision Authority as well as the other Shareholders – within the scope of making the list of shareholders available pursuant to Art. 407 of the Act – Code of Commercial Companies and Partnerships.
10. Personal data included in the lists of shareholders, attendance lists and powers of attorney are stored for the period of the Company's existence and can then be transferred to the entity designated to store the documents under the provisions of the Code of Commercial Companies and Partnerships; personal data related to contact via e-mail are stored for a period that allows the Company to demonstrate that it fulfilled its obligations under the Code of Commercial Companies and Partnerships and the limitation period of the Company or with regard to the Company;
11. In the case of providing data directly to the Company, provision of such data is required by the provisions of the Code of Commercial Companies and Partnerships and in order to enable verification of the Shareholder's identity and failure to provide such data results in the lack of possibility to participate in the AGM; in the case of electronic mail address, 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 data results in the lack of possibility to undertake contact by this means;
12. The Shareholder's personal data will not be subject to automated decision-making, including profiling;
13. The Shareholder's personal data will not be transferred to a third country;
14. You have the right to request access to your personal data as well as to request rectification, portability, erasure, restriction of processing and to object to the processing of your personal data, to the extent that these rights are provided for in the GDPR;
15. You can lodge a complaint with the President of the Personal Data Protection Office if you consider that the processing of your personal data breaches the provisions of the GDPR.