Wrocław 28 May 2024

TOYA S.A.

ul. Soltysowicka 13/15

51-136 Wrocław

Shareholder request to include an item on the agenda for the next General Meeting

I, the undersigned Jan Szmidt, a shareholder of TOYA S.A., request that an item be added to the agenda of the next General Meeting of Shareholders:

*Adoption of a resolution to authorise the Company's Management Board to acquire own shares and to create a reserve capital for the acquisition of the Company's own shares.*

At the same time, I enclose a draft resolution to this effect as an appendix to this request.

Jan Szmidt

**Resolution No.**

**of the Ordinary General Meeting of Shareholders of**

**TOYA Spółka Akcyjna with its registered office in Wrocław**

**on …............2024**

**on authorising the Company’s Management Board to acquire own shares and to create a reserve capital for the acquisition of the Company's own shares.**

**Article 1.**

The Ordinary General Meeting of TOYA S.A. with its registered office in Wrocław **(the “Company”)** , acting pursuant to article 362 § 1 point 5 and point 8 of the Act of 15 September 2000 Code of Commercial Partnerships and Companies **(“Code of Commercial Partnerships and Companies”)** and § 26, section 1, letter f of the Company's Articles of Association, 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 S.A., 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 ISIN code: PLTOYA000011 **(“Shares”),** on the terms and conditions set out in this resolution.

**Article 2.**

The Company will purchase fully paid-up Shares on the terms and conditions described below:

1) the maximum number of Shares acquired will not exceed 12,500,000 *(in words: twelve million five hundred thousand);*

2) the aggregate nominal value of the Shares acquired at the time of acquisition and held by the Company and its subsidiaries at that time will not exceed 20% of the Company's share capital;

3) the shares acquired will be fully paid up;

4) the amount of the minimum payment for one share will be PLN 6.00 *(in words: six zlotys and 00/100)* and the amount of the maximum payment for one share will be PLN 18.00 *(in words: eighteen zlotys and 00/100)*;

5) the total purchase price of the Shares, plus acquisition costs, shall not exceed the amount of the reserve capital referred to in Article 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 **“Offer Act”**)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 Company's Management Board in accordance with the provisions of the Offer Act; 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.

**Article 3.**

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

**Article 4.**

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

1) start acquiring shares;

2) terminate 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 paragraph 2 letters i and k of the Articles of Association.

**Article 5.**

The Management Board will 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 and Partnerships.

**Article 6.**

1. In order to finance the acquisition of the Shares, the Ordinary General Meeting of the Company, acting pursuant to Article 396 § 4 in conjunction with Article 362 § 2 item 3 of the Code of Commercial Companies and Partnerships and § 10 item 5 of the Company's Articles of Association, resolves to create reserve capital in the amount of PLN 100.000.000.00 PLN *(in words: one hundred million zlotys and 00/100),* by transferring this amount from the supplementary capital, which, pursuant to Art. 348 § 1 of the Code of Commercial Companies and Partnerships, may be allocated for distribution.

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

**Article 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.

**Article 8.**

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