



TOYA S.A.
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Resolution No. 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 _____ 2025

on the election of the Chairman of the Ordinary General Meeting

§ 1

Pursuant to Article 409 § 1 of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 as Chairman of the Ordinary General Meeting Mr/Ms.

§ 2

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



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Resolution No. 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 _____ 2025

on refraining from the election of the Returning Committee of the Ordinary General Meeting

§ 1

The Ordinary General Meeting of Shareholders of the company under the business name: “TOYA” S.A. has resolved to withdraw from the election of the Returning Committee and to entrust the counting of votes to the Chairman with the participation of the electronic voting company.

§ 2

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



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Resolution No. 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 _____ 2025
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 Annual General Meeting.
2. Adoption of a resolution on the election of the Chairman of the Annual General Meeting.
3. Acknowledgement that the Annual General Meeting has been duly convened and that it is capable of adopting resolutions.
4. Adoption of a resolution to dispense with the election of the Returning Committee of the Annual General Meeting.
5. Adoption of a resolution on the adoption of the agenda of the Annual General Meeting.
6. Consideration of the Director's report on operations of TOYA S.A. for the financial year ended 31 December 2024.
7. Adoption of a resolution on approval of the Director's report on operations of TOYA S.A. for the financial year ended 31 December 2024.
8. Consideration of the standalone financial statements of TOYA S.A. for the financial year ended 31 December 2024.
9. Adoption of a resolution to approve the standalone financial statements of TOYA S.A. for the financial year ended 31 December 2024.
10. Consideration of the report of the Management Board on the activities of the TOYA S.A. Group for the financial year ended 31 December 2024.
11. Adoption of a resolution approving the Directors' Report on operations of TOYA S.A. Group for the financial year ended 31 December 2024.
12. Consideration of TOYA S.A. Group consolidated financial statements for the financial year ended 31 December 2024.

TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, post code 51-168, entered in the Register of Entrepreneurs of the National Court Register kept by the 6th Commercial Department of the District Court for Wrocław – Fabryczna under KRS no. 0000066712, fully paid share capital: PLN 7,504,222.60 fully paid, Tax Identification Number (NIP): 895-16-86-107; REGON No.: 932093253.



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13. Adoption of a resolution to approve the consolidated financial statements of the TOYA S.A. Group for the financial year ended 31 December 2024.
14. Consideration of the report of the Supervisory Board of "TOYA" S.A. for the financial year ended 31 December 2024.
15. Adoption of a resolution to approve the report of the Supervisory Board of "TOYA" S.A. for the financial year ended 31 December 2024.
16. Adoption of a resolution on approval of the Report on Remuneration of the Members of the Management Board and Supervisory Board of "TOYA" S.A. for the financial year 2024.
17. Adoption of a resolution to grant discharge to Mr Grzegorz Pinkosz in respect of the performance of his duties as the President of the Management Board for the financial year ended 31 December 2024.
18. Adoption of a resolution to grant discharge to Mr Maciej Lubnauer in respect of the performance of duties as the Deputy President of the Management Board for the financial year ended 31 December 2024.
19. Adoption of a resolution to grant discharge to Mr Robert Borys in respect of the performance of his duties as Deputy President of the Management Board for the financial year ended 31 December 2024.
20. Adoption of a resolution to grant a discharge to Mr Jan Jakub Szmidt in respect of the performance of his duties as Deputy President of the Management Board for the period from 26 June 2024 to 31 December 2024.
21. Adoption of a resolution to discharge Mr Piotr Mondalski for the performance of his duties as Chairman of the Supervisory Board for the financial year ended 31 December 2024.
22. Adoption of a resolution on the discharge of Mr Jan Szmidt's duties as Vice-Chairman of the Supervisory Board for the financial year ended 31 December 2024.
23. Adoption of a resolution to grant discharge to Ms Beata Szmidt for the performance of her duties as a Member of the Supervisory Board for the financial year ended 31 December 2024.
24. Adoption of a resolution on the granting vote of acceptance to Mr Dariusz Górka as Member of the Supervisory Board for the financial year ended 31 December 2024.
25. Adoption of a resolution to grant discharge to Mr Grzegorz Maciąg in respect of the performance of his duties as Member of the Supervisory Board for the financial year ended 31 December 2024.
26. Adoption of a resolution on the granting vote of acceptance to Mr Wojciech Papierak, Member of the Supervisory Board, for the financial year ended 31 December 2024.



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27. Adoption of a resolution to grant a discharge to Mr Michał Kobus in respect of the performance of his duties as a Member of the Supervisory Board for the period from 1 January 2024 to 26 June 2024.
28. Adoption of a resolution to grant discharge of Mr Zenon Beker in the respect of performance of his duties as Member of the Supervisory Board for the period from 26 June 2024 to 31 December 2024.
29. Adoption of a resolution on the distribution of profit for the financial year ended 31 December 2024.
30. Adoption of a resolution to amend the Articles of Association.
31. Adoption of resolution to amend the Rules of the General Meeting of "TOYA" S.A. and adoption of consolidated text of the Rules of the General Meeting of "TOYA" S.A.
32. Adoption of a resolution to approve the amendments to the Supervisory Board Rules and to approve the consolidated text of the Supervisory Board Rules.
33. Closing of the Annual General Meeting.

§ 2

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



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Resolution No. 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 _____ 2025

on approval of the Director's report on operations of “TOYA” S.A. for the financial year ended 31 December 2024.

§ 1

Pursuant to Article 395 § 2(1) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 Directors' Report on operations of TOYA S.A. for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

on approval of the standalone financial statements of “TOYA” S.A. for the financial year ended 31 December 2024.

§ 1

Pursuant to Article 395 § 2(1) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 2024, which comprise:

- the statement of financial position as at 31 December 2024, which shows an amount of PLN 502,382 thousand (in words: five hundred and two million three hundred and eighty-two thousand) on the assets, liabilities and equity sides,
- the statement of financial performance, which for the period from 1 January 2024 to 31 December 2024 shows a net profit of PLN 55,653 thousand (in words: fifty-five million, six hundred and fifty-three thousand zloty),
- the statement of other comprehensive income, which for the period from 1 January 2024 to 31 December 2024 shows a net comprehensive income of PLN 55,668 thousand (in words: fifty-five million six hundred and sixty-eight thousand zloty),
- statement of changes in equity for the period from 1 January 2024 to 31 December 2024,
- cash flow statement for the period from 1 January 2024 to 31 December 2024,
- accounting policy and other explanatory information.

§ 2

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



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Resolution No. 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 _____ 2025

**on approving the Management Board’s report on the activity of the TOYA Capital Group for the
financial year ended 31 December 2024.**

§ 1

Pursuant to Article 395 § 5 of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 Directors' Report on operations of the TOYA Group for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

on approving the consolidated financial statements of the TOYA Group for the financial year ended 31 December 2024.

§ 1

Pursuant to Article 395 § 5 of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 Group for the financial year ended 31 December 2024, which comprise:

- the consolidated statement of financial position as at 31 December 2024, which shows an amount of PLN 787 155 thousand (in words: seven hundred and eighty seven million, one hundred fifty five thousand zloty) on the assets, liabilities and equity sides,
- the consolidated statement of financial performance, which for the period from 1 January 2024 to 31 December 2024 shows a net profit of PLN 68,418 thousand (in words: sixty-eight million, four hundred and eighteen thousand zloty),
- the consolidated statement of other comprehensive income, which for the period from 1 January 2024 to 31 December 2024 shows a net comprehensive income of PLN 69,940 thousand (in words: sixty-nine million nine hundred and forty thousand zloty),
- the consolidated statement of changes in equity for the period from 1 January to 31 December 2024,
- consolidated cash flow statement of 1 January 2024 to 31 December 2024,
- accounting policy and other explanatory information.

§ 2

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



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Resolution No. 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 _____ 2025

to approve the report of the Supervisory Board for the financial year ended 31 December 2024.

§ 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 report of the Supervisory Board including:

1. the assessment:

- of the Director's report on operations of TOYA S.A. and the TOYA Capital Group for the financial year ended 31 December 2024,
- the standalone financial statements of TOYA S.A. and the consolidated financial statements of the TOYA Group for the financial year ended 31 December 2024,

in terms of their compliance with the ledgers, documents, and facts.

- the proposal of the Management Board concerning the distribution of profit for the financial year ended 31 December 2024.
- 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 assessment of the company's application of the rules of corporate governance and the manner of fulfilling information obligations concerning their application, specified in the Stock Exchange Rules 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.
- Evaluation of the implementation by the Management Board of its obligations to inform the Supervisory Board of the current situation of the Company and evaluation of the manner in which the Management Board issue or submits to the Supervisory Board the information, documents, reports or explanations requested under the procedure set out in Article 382 § 4 of the Code of Commercial Companies and Partnerships.

2. Information on the total remuneration payable by the Company for all examinations commissioned by the Supervisory Board during the financial year in accordance with Article 382¹ of the Code of Commercial Companies and Partnerships.

3. Information on the composition of the Supervisory Board and its committees.



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4. Summary of the activities of the Supervisory Board and the Audit Committee in the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

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 2024

§ 1

Pursuant to Article 395 Article 2¹ of the Act of 15 September 2000, Code of Commercial Companies and Partnerships (i.e. 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 (i.e. Journal of of Laws of 2025, item 592), 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 2024.

§ 2

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



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Resolution No. 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 _____ 2025

**to grant discharge to Mr Grzegorz Pinkosz in respect of the performance of his duties of the
President of the Management Board for the financial year ended 31 December 2024**

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 discharge to Mr Grzegorz Pinkosz for the performance of his duties as the President of the Management Board for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

**to grant discharge to Mr Maciej Lubnauer in respect of the performance of his duties as Deputy
President of the Management Board for the financial year ended 31 December 2024.**

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 discharge to Mr Maciej Lubnauer for the performance of his duties as the Deputy President of the Management Board for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

to grant discharge to Mr Robert Borys in respect of the performance of his duties as Deputy President of the Management Board for the financial year ended 31 December 2024.

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 discharge to Mr Robert Borys for the performance of his duties as the Deputy President of the Management Board for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

to grant discharge to Mr Jan Jakub Szmidt in respect of the performance of his duties as Deputy President of the Management Board for the period from 26 June 2024 to 31 December 2024.

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 discharge to Mr Jan Jakub Szmidt in respect of the performance of his duties as Deputy President of the Management Board for the period from 26 June 2024 to 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

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 2024

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 vote of acceptance to Mr Piotr Mondalski, Chairman of the Supervisory Board, for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

**to grant discharge to Mr Jan Szmidt for the performance of his duties of a Deputy Chairman of
the Supervisory Board for the financial year ended 31 December 2024**

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 vote of acceptance to Mr Jan Szmidt, Vice-Chairman of the Supervisory Board, for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

**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 2024**

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 vote of acceptance to Ms Beata Szmidt as a Member of the Supervisory Board for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

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 2024

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 vote of acceptance to Mr Dariusz Górka as a Member of the Supervisory Board for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

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 2024

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 vote of acceptance to Mr Grzegorz Maciąg, Member of the Supervisory Board, for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____2025

**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 2024**

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 vote of acceptance to Mr Wojciech Papierak, Member of the Supervisory Board, for the financial year ended 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025

to grant discharge to Mr Michał Kobus for the performance of his duties of a Member of the Supervisory Board for the period from 1 January 2024 to 26 June 2024

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 discharge to Mr Michał Kobus for the performance of his duties of the Member of the Supervisory Board for the period from 1 January 2024 to 26 June 2024.

§ 2

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



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Resolution No. 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 _____ 2025

to grant discharge to Mr Zenon Beker in the respect of performance of his duties as a Member of the Supervisory Board, for the period from 26 June 2024 to 31 December 2024.

§ 1

Pursuant to Article 395 § 2(3) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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 discharge to Mr Zenon Beker for the performance of his duties of the Member of the Supervisory Board for the period from 26 June 2024 to 31 December 2024.

§ 2

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



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Resolution No. 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 _____ 2025
on the distribution of profit for the financial year ended 31 December 2024.

§ 1

Pursuant to Article 395 § 2(2) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (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. hereby decides to distribute the net profit of PLN 55,653,015.59 (in words: fifty-five million six hundred and fifty-three thousand fifteen zlotys 59/100) as follows:

- the net profit for the financial year of PLN 55,653,015.59 (in words: fifty-five million, six hundred and fifty-three thousand and fifteen zlotys 59/100) to be allocated in full to supplementary capital.

§ 2

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



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Resolution No. 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 _____ 2025
amending the Articles of Association

§ 1

Pursuant to Article 430 § 1, Article 414 of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (Journal of Laws 2024, item 18, as amended) and § 25(3)(a) and § 26(1)(h) of the Articles of Association, the Ordinary General Meeting of Shareholders of “TOYA” Spółka Akcyjna amends the Articles of Association so that in § 17(2), after item a), a new item aa) is added, reading as follows:

“aa) the selection of the audit firm performing the attestation of the Sustainability Report referred to in the provisions of the Accounting Act, following a recommendation by the Audit Committee,”

§ 2

The other provisions of the Articles of Association remain unchanged.

§ 3

On the basis of Article 430 § 5 of the Code of Commercial Companies and Partnerships, the General Meeting authorises the Supervisory Board to specify the consolidated text of the amended Articles of Association.

§ 4

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



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Resolution No. 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 _____ 2025
amending the Articles of Association

§ 1

Pursuant to Article 430 § 1, Article 414 of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (Journal of Laws 2024, item 18 as amended) and § 25(3)(a) and § 26(1)(h) of the Articles of Association, the Ordinary General Meeting of Shareholders of “TOYA” Spółka Akcyjna amends the Articles of Association so that § 25(2) shall have the following new wording:

“2. Resolutions of the General Meeting shall be adopted by a simple majority, unless otherwise provided by law or these Articles of Association.”

§ 2

The other provisions of the Articles of Association remain unchanged.

§ 3

On the basis of Article 430 § 5 of the Code of Commercial Companies and Partnerships, the General Meeting authorises the Supervisory Board to specify the consolidated text of the amended Articles of Association.

§ 4

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



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Resolution No. 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 _____ 2025

regarding amendment to the Rules of the General Meeting of TOYA S.A. and adoption of consolidated text of the Rules of the General Meeting of TOYA S.A.

§ 1

Pursuant to § 27(2) of the Articles of Association of the Company, the Ordinary General Meeting of Shareholders of “TOYA” Spółka Akcyjna amends the Rules of the General Meeting of “TOYA” S.A. so that § 13(9) of the Rules shall have the following new wording:

„9. Voting for members of the Supervisory Board shall take place separately for each candidate, by a secret ballot with a simple majority. A vote cast for more candidates than the number of seats is considered invalid. The Supervisory Board shall include the candidates who, by obtaining a simple majority of votes, have received the highest number of votes, and in the event of an equal number of votes for the last seat, another vote shall be held for these candidates, applying the above rules accordingly.”

§ 2

Other provisions of the Rules of the General Meeting of “TOYA” S.A. remain unchanged.

§ 3

The General Meeting adopts the consolidated text of the Rules of the General Meeting of “TOYA” S.A. in the wording comprising Annex 1 to this Resolution.

§ 4

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

Annex: Consolidated text of the Rules of the General Meeting of “TOYA” S.A.



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Annex to Resolution No. 25 of the Ordinary General Meeting of _____2025.

RULES of the General Meeting of TOYA S.A.;

Consolidated text

adopted by the General Meeting on 24 June 2025

Convening the General Meeting

§ 1

1. General Meetings of TOYA S.A. (the Company) shall be held in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Articles of Association and the provisions of these Rules, taking into account other generally applicable laws.
2. Subject to the cases set out in the Code of Commercial Companies and Partnerships, the General Meeting, if duly convened, is valid and capable of passing resolutions regardless of the number of shares represented at the Meeting.
3. The General Meeting of the Company shall be convened by an announcement made on the Company's website and as prescribed for the transmission of current information, in accordance with generally applicable regulations. The announcement should be made at least twenty-six days before the date of the General Meeting.
4. The announcement of the General Meeting of the Company shall contain at least
 - 1) date, time and venue of the General Meeting and detailed agenda.
 - 2) a precise description of the procedures for attending the General Meeting and exercising voting rights, in particular information on:
 - a) The shareholder's right to request that specific items be placed on the agenda of the meeting
 - b) The shareholder's right to submit draft resolutions concerning the items placed on the agenda of the General Meeting or the items to be placed on the agenda before the date of the General Meeting
 - c) The shareholder's right to submit draft resolutions concerning the items placed on the agenda during the General Meeting
 - d) Information on the manner of exercising the voting right by a proxy, including in particular the forms used during voting by the proxy, and the manner of notifying the Company by electronic means of communication of the appointment of the proxy
 - e) The option and method of participation in the General Meeting by means of electronic communication
 - f) Expressing opinions during the General Meeting by means of electronic communication
 - g) Exercising voting rights by means of correspondence or by electronic means of communication
 - h) The Shareholder's right to ask questions related to items on the agenda of the general meeting
 - 3) Date of registration of participation in the General Meeting.



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- 4) Information that only persons who are shareholders of the Company as at the date of registration for the General Meeting have the right to attend the General Meeting,
- 5) An indication of where and how a person entitled to attend the General Meeting may obtain the full text of the documentation to be presented to the General Meeting and the draft resolutions
- 6) Address of the website where the information concerning the General Meeting shall be made available
- 7) Where the company does not provide for participation in the General Meeting in the manner set out in paragraph 4(e) or for speaking or exercising the right to vote in the manner set out in paragraph 4(f) and (g), the statement shall indicate in those points that such options are not available.

Date of registration of participation in the General Meeting

§ 2

1. Only persons who are shareholders of the Company sixteen days prior to the date of the General Meeting (registration date for participation in the General Meeting) have the right to attend the General Meeting of the Company. The shareholder or his/her proxy referred to in this paragraph are hereinafter also referred to as Participants in the General Meeting (Participant or Participants).
2. Shareholders who, not earlier than after the announcement convening the General Meeting and not later than on the first weekday after the registration date for the participation in the General Meeting, have requested the entity which maintains the securities account to issue a personal certificate of the right to participate in the General Meeting, have the right to participate in the General Meeting. The Company prepares the list of shareholders entitled to participate in the General Meeting on the basis of the list drawn up by the entity maintaining the securities deposit in accordance with the regulations on trading in financial instruments, submitted to the Company at least one week before the date of the General Meeting.
3. The shareholders referred to in paragraph 1 may attend the General Meeting and exercise their voting rights in person or by proxy. The power of attorney should be issued in writing or in electronic form.

§ 3

1. Each shareholder included in the list of shareholders entitled to attend the General Meeting shall report his/her presence upon arrival at the General Meeting (at the shareholder registration desk) to the shareholder services team and shall be included in the attendance list. The following sequence applies to drawing up the attendance list of the Participants of the General Meeting:
 - 1) verification of the identity of the shareholder or his/her proxy (if the shareholder is represented by a proxy, this fact should be indicated on the attendance list),
 - 2) stating the number of shares held by the reporting Participant,
 - 3) determination of the number of votes to which the reporting Participant is entitled,
 - 4) obtaining the Participant's signature in the attendance list,
 - 5) issuing the ballot paper, voting instructions and other materials for the meeting to the

TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, post code 51-168, entered in the Register of Entrepreneurs of the National Court Register kept by the 6th Commercial Department of the District Court for Wrocław – Fabryczna under KRS no. 0000066712, fully paid share capital: PLN 7,504,222.60 fully paid, Tax Identification Number (NIP): 895-16-86-107; REGON No.: 932093253.



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Participant.

2. The attendance list is signed by the Chairman of the General Meeting (Chairman) immediately after his/her election. The Chairman decides on the resolution of complaints about this list.
3. The attendance list is made available to General Meeting Participants throughout the entire duration of the meeting and is kept up to date.
4. At the request of shareholders holding one tenth of the share capital represented at the General Meeting, the attendance list will be verified by a committee selected for this purpose, which includes at least three persons, including one selected by those making proposals. A decision of the committee unfavourable to the person whose case has been considered may be appealed by that person to the General Meeting, which shall decide the matter by voting.
5. If a Participant leaves the room during the General Meeting, the Chairman shall correct the attendance list, recording the time when the Participant left the room, and recounts the number of votes and the percentage of share capital represented. After the count, the Chairman determines whether the General Meeting has the required number of Participants and the majority needed to pass resolutions, especially if resolutions requiring a qualified majority are to be voted on.
6. A late Participant entitled to attend the General Meeting must be admitted to the meeting. The Chairman shall then order a correction to the attendance list, recording the arrival time of the late Participant, the agenda item starting from which that person is participating in the General Meeting and recalculate the number of votes and the number of Participants represented as at the time of arrival of the late attendee. Attendance at the General Meeting by persons other than shareholders.

§ 4

1. The members of the Management Board and Supervisory Board participate in General Meetings in numbers allowing provision of meaningful answers to questions asked during the General Meeting. If the attendance of any of the members of these bodies is impossible for valid reasons, the reasons for their absence will be presented to the participants of the General Meeting.
2. Members of the Management Board and Supervisory Board of the Company attending the General Meeting should, within the limits of their competence and to the extent necessary for the resolution of the issues on the agenda, provide explanations and information concerning the Company to the Participants, subject to the restrictions imposed by the applicable regulations. In cases requiring specific, specialised knowledge in the given field, a Member of the Management Board or the Supervisory Board may designate a person from among the Company's employees to provide such information or explanations.
3. The auditor auditing the financial statements of the Company shall be invited to the General Meeting, in particular when an item concerning the financial affairs of the Company is on the agenda.
4. The proceedings of the General Meeting may be broadcast via the Internet. Information on the public broadcast of the meeting will be posted on the Company's website immediately prior to the General Meeting.



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Proceedings of the General Meeting

§ 5

1. The General Meeting is opened by the Chairman of the Supervisory Board or, in his/her absence, by the Vice-Chairman of the Supervisory Board, or by a person designated by the Chairman of the Supervisory Board or the Vice-Chairman of the Supervisory Board respectively, and orders and conducts the election of the Chairman from among the persons entitled to vote.
2. Until the aforementioned elections are held, the person opening the General Meeting shall have the powers of the Chairman.
3. Each Participant in the General Meeting has the right to stand for election as a Chairman candidate, as well as to put forward one nomination for this position.
4. The proposed candidate is entered into the list of candidates after declaring that he/she accepts the candidature.
5. The election of the Chairman of the General Meeting shall be held by secret ballot. The person opening the General Meeting shall ensure the proper conduct of the voting and announce the results.

§ 6

1. The Chairman ensures that the meeting proceeds smoothly and that the rights and interests of all shareholders are respected. In particular, the Chairman should counteract the abuse of power by the Participants and ensure that the rights of minority shareholders are respected.
2. Without good reason, the Chairman should not resign from his or her office, nor should he or she delay the signing of the minutes of the General Meeting without a valid reason.
3. In addition to the other duties and powers set out in these Rules, the duties and powers of the Chairman of the General Meeting include in particular:
 - 1) Stating that the General Meeting has been properly convened and is competent and able to adopt resolutions;
 - 2) Presentation of the announced agenda of the General Meeting,
 - 3) Giving or taking away the floor to and from a Participant who makes an obviously off-topic statement or whose statement violates the rules of decent behaviour,
 - 4) Announcing a vote and ensuring that voting runs smoothly and announcing the results,
 - 5) Removing from the meeting room persons who are not entitled to participate in the General Meeting or who disrupt the proceedings,
 - 6) Ordering adjournments of the proceedings, subject to the provisions of § 8(5),
 - 7) Resolving doubts regarding the Rules, if necessary after consultation with the persons mentioned in paragraph 5,
 - 8) Closing the General Meeting after exhaustion of the agreed agenda.
4. The Chairman has the right to appoint a Secretariat of the General Meeting (Secretariat) to work with the Chairman during the General Meeting, including 1-3 persons.
5. The Chairman of the General Meeting has the right to consult a public notary, lawyers and other independent advisers engaged by the Company's Board of Directors to handle the General Meeting. The Chairman informs the attendees of the presence of such advisers at the General Meeting.



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§ 7

1. The Secretariat appointed in accordance with § 6(4):
 - 1) Cooperates with the Chairman and a representative of the company providing electronic support for the General Meeting to ensure that voting takes place correctly, taking into account the current attendance list of the General Meeting Participants,
 - 2) Provides the Chairman with the documents stating the results of the vote,
 - 3) Accepts written motions and draft resolutions submitted by the Participants,
 - 4) Performs other auxiliary activities related to the proceedings, including voting.
2. The General Meeting may resolve to elect committees to assist the Chairman in his/her duties, in particular a Returning Committee or a Resolutions and Motions Committee.

§ 8

1. Each Participant at the General Meeting has the right to propose a formal motion.
2. Formal motions are deemed to be motions on the manner of deliberations and voting, and in particular concerning the following:
 - 1) Adjourning or closing the discussion,
 - 2) Breaks in the proceedings,
 - 3) The order of voting on motions put forward under the particular agenda item,
 - 4) Closing the list of candidates for voting.
3. Subject to paragraph 5, the submitted formal motions shall be decided by the Chairman and, in the event of an objection to his/her decision by a Participant, by a vote.
4. The Chairman may order a short break in the proceedings, in particular in order to:
 - 1) Enable the formulation of conclusions,
 - 2) Agree on the positions of the Participants,
 - 3) Consult the persons referred to in § 6(5),
 - 4) Enable the Management Board and the Supervisory Board to take a position,
 - 5) In other cases, as required, in particular when the General Assembly lasts longer than 2 hours.

The ordered breaks must not be intended to impede the exercise of rights of the Participants.

5. If a break would result in the General Meeting being adjourned at least until the following day, a resolution to that effect must be adopted by the General Meeting with a two-thirds majority of votes. Such breaks may not last longer than 30 days in total.

§ 9

1. Subject to the provisions of § 8, each Participant should only speak on matters on the adopted agenda currently under consideration, in particular by asking questions to the Company's representatives. Proposals for draft resolutions or amendments thereto should be submitted, with justification, in writing to the Secretariat or, failing that, to the Chairman. When speaking or making a proposal, the Participant should provide his or her name and surname, and if he/she does represents another person, also the relevant data of the shareholder.
2. The Chairman shall call upon the Participants to speak in the order in which they have requested, and to provide a reply upon exhaustion of the list of speakers on a particular item on the agenda.



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The Chairman may grant the members of the Supervisory Board and the Management Board of the Company the right to speak out of turn.

3. The Chairman may limit the time for General Meeting Participants to speak if such a number of Participants declare their intention to participate in the discussion that the failure to introduce a time limit for individual Participants to speak could prevent the General Meeting from proceeding smoothly taking into account the agenda. Limiting the speaking time must not lead to a restriction of shareholders' rights. A Participant may also speak by submitting a statement, question or request in writing. Once the list of speakers has been exhausted, the Chairman shall inform the General Meeting of the content of such speeches and arrange for explanations to be provided and, if necessary, put the submitted motions to the vote. If there is any doubt as to the wording of a motion to be voted on, a Participant may ask the Chairman to read its contents out before voting.
4. A Participant in the General Meeting who, has requested that his or her objection be recorded in the minutes after the General Meeting has adopted a resolution against which he or she has voted, shall have the opportunity to present a concise justification of that objection.
5. Questions asked in connection with the General Meeting, together with the provided answers, shall be posted by the Company on its website immediately following the General Meeting.

§ 10

1. No resolution may be passed on items not on the agenda, unless the entire share capital is represented at the General Meeting and none of those present objects to the passing of the resolution.
2. The General Meeting may at any time pass a resolution to convene an Extraordinary General Meeting, resolutions related to the announced agenda and resolutions of procedural nature, which include:
 - 1) a resolution to change the order in which individual agenda items are discussed,
 - 2) a resolution to remove individual items from the agenda,
 - 3) a resolution on the voting method,
 - 4) a resolution to adjourn the meeting.
3. A request for a resolution to take a particular matter off the agenda should be justified. A matter, the consideration which consideration is mandatory under current legislation, may not be removed from the agenda.

Adoption of resolutions

§ 11

1. A resolution is deemed to have been adopted if shareholders representing the majority of votes required under the Code of Commercial Companies and Partnerships or the Articles of Association have voted in favour of it.
2. If amendments to a draft resolution have been proposed, such proposals, subject to § 8(2), shall be voted on in the order established by the Chairman, and then the entire draft resolution shall be subject to voting, including the adopted amendments.



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§ 12

1. Subject to paragraph 2, the voting shall be open.
2. A secret ballot shall be ordered by the Chairman during elections and when voting on motions for the dismissal of members of the Company's governing bodies or for holding them liable, as well as in personal matters. The Chairman shall also order a secret ballot on other matters at the request of even one of the Participants, with the exception of ballots on formal motions.
3. Voting and the vote counting shall be carried out by means provided by a computer-assisted vote-counting company or by any other method specified in the voting instructions presented by the Chairman.

Election of Supervisory Board members

§ 13

1. The Supervisory Board consists of five to seven members appointed for a joint term of office as indicated in the Articles of Association. The number of members of the Supervisory Board for a given term of office is determined by the General Meeting.
2. The following rules apply to the appointment of Supervisory Board members by the General Meeting.
3. Together with the consent to be appointed to the Supervisory Board and the curriculum vitae referred to in paragraph 4, the candidate for an independent member of the Supervisory Board shall submit a written declaration that he or she meets the independence criteria referred to in the Articles of Association.
4. Each Participant of the General Meeting has the right to propose candidates for a member of the Supervisory Board. The candidature shall be submitted with a justification and a brief curriculum vitae of the candidate, covering in particular his/her educational background and past professional experience.
5. The proposed candidate shall be entered into the list of candidates after submitting a declaration that he/she accepts the candidacy and that he/she meets the criteria adopted by the Company for recognition as an independent member of the Supervisory Board, as well as any other declarations required by generally applicable regulations.
6. The inclusion of a candidate absent from the General Meeting in the list of candidates shall take place upon presentation of the following items by the proposing person:
 - 1) the candidate's written consent to stand as a candidate, together with a declaration that he or she meets the requirements of independence, or
 - 2) a written declaration of the candidate's suitability to stand as a candidate and of his/her fulfilment of the criteria of independence; and
 - 3) other declarations by the candidate as required by law, submitted in the appropriate form.
7. At the request of the Chairman or any other Participant, the list of candidates for the Supervisory Board may be closed by the Chairman if the number of candidates to be elected is at least equal to the number of seats to be filled on the Supervisory Board.
8. The list of candidates proposed for members of the Supervisory Board shall be drawn up in alphabetical order by the Secretariat of the General Meeting.



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9. Voting for members of the Supervisory Board shall take place separately for each candidate, by a secret ballot with a simple majority. A vote cast for more candidates than the number of seats is considered invalid. The Supervisory Board shall include the candidates who, by obtaining a simple majority of votes, have received the highest number of votes, and in the event of an equal number of votes for the last seat, another vote shall be held for these candidates, applying the above rules accordingly.
10. The provisions of this paragraph shall also apply if the agenda of the General Meeting includes changes in the composition of the Supervisory Board.

§ 14

1. A special voting procedure shall be ordered by the Chairman of the General Meeting for group elections to the Supervisory Board.
2. At the request of shareholders representing at least one-fifth of the share capital, the election of the Supervisory Board should be carried out by voting in separate groups, even if the Articles of Association provide for a different method of appointing the Supervisory Board. In the case of a group vote, one vote is used per share.
3. Shareholder groups are then formed during the General Meeting to elect members of the Supervisory Board, the maximum number of groups which may be formed is equal to the number of seats to be filled on the Supervisory Board. A shareholder may belong only to one election group.
4. The minimum number of shares required to form a group is determined by dividing the number of shares represented at the General Meeting by the number of seats on the Supervisory Board which remain to be filled. A group of shareholders has the right to elect as many members to the Supervisory Board as the number of times the number of shares they represent exceeds the calculated minimum. Groups of shareholders may merge in order to make optimal use of their jointly held shares in the election of Supervisory Board members.
5. The Chairman orders the creation of a separate attendance list for each of the formed groups.
6. Each group shall hold an election of the chairperson of the group meeting, who shall ensure that the group elections are organised: i.e. that candidates are put forward, that votes are placed and that the minutes of the group's proceedings are issued by a notary.
7. Each of the formed groups shall be provided with a separate room to hold the election, unless this is impossible for organisational reasons. In such cases, the groups shall use one room interchangeably.
8. Each of the formed groups shall hold an election in the presence of a notary taking minutes, with the order determined by the Chairman of the General Meeting.
9. After the group elections have been held, the chairman of the group meeting shall deliver the written results of the secret ballots held in the group to the Chairman of the General Meeting.
10. The Chairman of the General Meeting announces the composition of the Supervisory Board once all the results of the group votes have been collected.



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Minutes of the General Meeting

§ 15

1. Resolutions of the General Meeting are recorded by a notary, under the pain of nullity. The minutes are signed by the notary and the Chairman of the General Meeting.
2. The minutes shall include the following: the statements that the General Meeting has been properly convened and that it is competent to adopt resolutions, the list of adopted resolutions and - for each resolution - the number of shares from which valid votes were cast, the percentage share of such shares in the initial capital, the total number of valid votes, the number of votes "in favour", "against" and "abstained from voting", and the objections made. The attendance list with the signatures of the participants in the General Meeting shall be attached to the minutes.
3. A copy of the minutes shall be filed by the Management Board of the Company in the minute book. The Management Board shall also attach evidence of the convening of the General Meeting to the minute book.
4. The Company shall publish on its website the results of voting to the extent indicated in paragraph 2, within one week of the end of the General Meeting. The voting results shall be available until the expiry of the deadline for appealing against the resolutions of the General Meeting.
5. The proceedings of the General Meeting may be recorded; in such case, the record of the proceedings will be posted on the Company's website immediately after the conclusion of the General Meeting.

Final provisions

§ 16

1. The organisational and technical conditions for the General Meeting are ensured by the Management Board. To the extent covered by these Rules, the Company will comply with the adopted corporate governance principles.
2. These Rules shall come into force on the date the Company becomes a public company within the meaning of the Code of Commercial Companies and Partnerships.



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Resolution No. 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 _____ 2025

on approval of amendments to the Supervisory Board Rules and approval of the consolidated text of the Supervisory Board Rules

§ 1

Pursuant to § 21(3) and § 26(1)(n) of the Articles of Association of “TOYA” Spółka Akcyjna, the Ordinary General Meeting of Shareholders of “TOYA” Spółka Akcyjna approves the following:

1. Amendment to the Rules of the Supervisory Board of “TOYA” S.A. adopted by Resolution No. 12/RN/2025 of the Supervisory Board of “TOYA” Spółka Akcyjna of 21 May 2025, consisting in changing the wording of §8 of the Rules by adding in section 6, after paragraph a), a new paragraph aa) with the following wording:

“aa) the selection of the audit firm performing the attestation of the Sustainability Report referred to in the provisions of the Accounting Act, following a recommendation by the Audit Committee,”

2. Consolidated text of the Regulations of the Supervisory Board of “TOYA” S.A. in the wording constituting an annex to this resolution, adopted by Resolution no. 13/RN/2025 of the Supervisory Board of “TOYA” Spółka Akcyjna of 21 May 2025.

§ 2

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

Annex: Consolidated text of the Rules of the Supervisory Board.



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Annex to Resolution No. 26 of the Ordinary General Meeting of _____2025.

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

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

CHAPTER I - General provisions.

§ 1

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

§ 2

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

§ 3

1. During the period in which shares of the Company are admitted to trading on a regulated market in the territory of the Republic of Poland, at least two members of the Supervisory Board should



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meet the independence criteria listed in the Act on Statutory Auditors, Audit Firms and Public Supervision of 11 May 2017 and have no actual and significant relationships with a shareholder holding at least 5% of the total number of votes in the Company.

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

CHAPTER II - Duties of the members of the Supervisory Board

§ 4

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

§ 5

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

§ 6

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

CHAPTER III - Duties and powers of the Supervisory Board

§ 7

1. The Supervisory Board exercises its powers and duties collectively, as a body, which means that individual members of the Supervisory Board cannot exercise them independently.



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2. The Supervisory Board may delegate its members to carry out specific supervisory activities independently, who shall then receive a separate remuneration specified by the Supervisory Board. A member of the Supervisory Board delegated to perform independent supervisory activities shall submit to the Supervisory Board a written report on the performed activities, together with conclusions, proposals and justifications, on each and every request of the Chairman of the Supervisory Board.
3. A member of the Supervisory Board delegated to perform independent supervisory activities may not, without consent of the Company, deal with competitive interests or be involved in a competitive company as a partner in a simple partnership, partnership, or be involved in another competitive legal entity as a member of its governing bodies. This non-competition clause shall also refer to participation in capital companies if a member of the Supervisory Board holds at least 10% shares or the right to appoint at least one member of the respective management board.

§ 8

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



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- aa) the selection of the audit firm performing the attestation of the sustainability report referred to in the provisions of the Accounting Act, following a recommendation by the Audit Committee,
 - b) approval of the Rules the Management Board,
 - c) payment of an advance towards the expected dividend to the shareholders by the Management Board,
 - d) approval of the Company's annual or multi-annual budgets, business plans and strategic plans,
 - e) providing an opinion on the nomination of the Company's proxy,
 - f) acquisition, disposal and encumbrance of properties and establishment of limited property thereon, if the value of such action exceeds PLN 1,000,000,
 - g) drawing credits, loans, granting sureties, guarantees, issuing bills of exchange or promissory notes that go beyond the scope of the ordinary activity of the Company or which are not related to the core activity of the Company, if the value of such an activity exceeds PLN 500,000,
 - h) taking up or acquiring shares in other companies or acquiring convertible bonds and regular bonds with the priority right to take up shares in other companies, if such an action results in the total book value of the shares or bonds taken up or acquired exceeding PLN 500,000 being shown in the Company's books,
 - i) approving the acquisition, disposal, lease and disposition of any assets or other assets of the Company in transactions outside the scope of the Company's ordinary business or unrelated to the core business of the Company, the value of which exceeds PLN 1,000,000,
 - j) establishment of encumbrances by the Company on its assets other than properties, if such actions are not directly related to or result from the ordinary or core business of the Company and the value of such encumbrances exceeds PLN 1,000,000,
 - k) approving conclusion of agreements, another transaction or several related agreements or other transactions by the Company, outside the scope of the ordinary business of the Company or unrelated to the core business activity of the Company, other than in the scope indicated in paragraphs f)-j), the total value of which exceeds PLN 2,000,000.
7. The mandate of a member of the Audit Committee expires in the event of:
- a) expiry of his/her mandate as a member of the Supervisory Board elected to the Audit Committee before the end of the term of the entire Supervisory Board,
 - b) resignation from the Audit Committee;
 - c) dismissal from the Committee by a resolution of the Supervisory Board.

CHAPTER IV - Organisation of the work of the Supervisory Board

§ 9

1. Meetings of the Supervisory Board shall be convened as required, but it is mandatory to hold at least one meeting per quarter.
2. Meetings of the Supervisory Board shall be held at the Company's registered office, either in Wrocław or in Warsaw, or in Kryniczno or in the Tricity, or using means of direct remote



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

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

§ 10

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

§ 11

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

§ 12

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



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during each new calendar year.

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

§ 13

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

§ 14

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

§ 15

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



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minutes from the Supervisory Board meeting.

§ 16

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

§ 17

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

§ 18

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



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§19

1. The Supervisory Board meetings may be attended by invited members of the Management Board as well as other invited persons, in particular persons in possession of special knowledge or employees of the Company. Such persons do not have the right to vote and should leave the meeting during the voting time.
2. Meetings of the Supervisory Board may also be held without being formally convened, if all members of the Supervisory Board are present and no one objects to the meeting being convened and to the proposed agenda.

CHAPTER V - Final provisions

§ 20

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



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§ 21

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