

INVITATION TO SUBMIT OFFERS FOR THE SALE OF SHARES OF TOYA S.A.

This invitation ("**Invitation**") to submit offers for the sale of shares of **TOYA S .A. with its registered office in Wrocław** at ul. Sołtysowicka 13-15, 51-168 Wrocław, registered in the Register of Entrepreneurs of the National Court Register [KRS] kept by the District Court for Wrocław-Fabryczna in Wrocław, 6th Commercial Division, under KRS number: 0000066712, share capital of PLN 7,504,222.60, fully paid-up, Tax Identification Number (NIP): 895-16-86-107, National Business Registry Number (REGON): 932093253 (the "**Company**"), is announced on the basis of Resolution No. 37 of the Ordinary General Meeting of TOYA Spółka Akcyjna with its registered office in Wrocław dated 26 June 2024 on authorising the Management Board of the Company to purchase its own shares and on creating a reserve capital for purchase of own shares of the Company ("**Authorising Resolution**") and Resolution No. 1/6/2025 of the Management Board dated 3 June 2025 on purchase of own shares ("**Management Board Resolution**").

This Invitation does not constitute a public tender offer for the sale or exchange of shares within the meaning of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (the "**Public Offering Act**"). In particular, the provisions of Articles 72a, 73 and 79 of the Public Offering Act, as well as the provisions of the Regulation of the Minister of Finance of 23 May 2022 on the model tender offers to subscribe for the sale or exchange of shares in a public company, the manner and procedure for submitting and accepting subscriptions under the tender offer and permissible types of security do not apply to this Invitation. This Invitation does not also constitute an offer within the meaning of Article 66 of the Act of 23 April 1964 – Civil Code ("**Civil Code**"). Furthermore, this Invitation does not constitute an offer to purchase, or a solicitation of an offer to sell any securities, in particular in any state in which it would be unlawful to make such offer or solicit to sell securities or require any permit, notification or registration.

The Company has announced the buy-back of its treasury shares in the form of this Invitation in view of the public status of the Company and to ensure equal treatment of Shareholders.

This Invitation does not constitute an investment consultancy service, an investment, a legal or tax advice. Shareholders to whom this Invitation is addressed should, at their own discretion, take advice from their investment, legal or tax advisers on matters relating to this Invitation. A Shareholder responding to this Invitation shall bear all legal, financial or tax consequences of the investment decisions taken. In particular, the sale of shares in the Company to the Company may result in tax consequences for Shareholders.

This Invitation is not subject to approval or transmission to the Financial Supervisory Commission or any other public authority.

Shareholders interested in the sale of the shares referred to in the Invitation should familiarise themselves in detail with the contents of the Invitation and with publicly available information concerning the Company and the shares issued by the Company, in particular the Company's current and interim reports. Shareholders should also carefully review and evaluate the information contained in the Invitation and other publicly available information about the Company and its issued shares, and their decision to sell shares in the Company should be based on such analysis as they themselves consider appropriate.

1. SHARES TO BE PURCHASED

The subject of the Invitation is up to 9,850,000 (in words: nine million eight hundred and fifty thousand) shares of dematerialised ordinary bearer shares issued by the Company with a nominal value of PLN 0.10 each, which are traded on the regulated market operated by the Warsaw Stock Exchange S.A. and which are registered by the National Depository for Securities S.A. under ISIN code PLTOYA000011 ("**Shares**" and each of them individually "**Share**"), which the Company intends to purchase in order to redeem them. On the basis of this Invitation, the Company will acquire 9,850,000 (in words: nine million, eight hundred and fifty thousand) Shares, which represent no more than 13.13% of the Company's share capital and entitle the Company to exercise no more than 13.13% of the total number of votes at the Company's General Meeting.

2. PURCHASE PRICE

The offered purchase price for the Shares under this Invitation is PLN 8.00 (in words: eight zloty 00/100) per Share ("**Purchase Price**").

3. ENTITY INVITING OFFERS FOR SALE AND PURCHASING SHARES

The Company is the sole entity inviting offers for the sale of the Company's shares ("**Sale Offers**") and purchasing the Company's shares in response to this Invitation. As at the date of this Invitation, the Company does not hold any treasury shares. The Company does not intend to acquire any treasury shares pending completion of the procedures described in the Invitation, other than the Shares which are the subject matter of the Invitation.

4. INTERMEDIARY FOR THE CONDUCT AND SETTLEMENT OF THE INVITATION

The intermediary for the conduct and settlement of the Invitation is:

Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna
Oddział – Biuro Maklerskie w Warszawie
ul. Świętokrzyska 36, 00-116 Warszawa

Phone No. +48 22 521 80 10 and +48 22 521 80 12

bm@pkobp.pl
www.bm.pkobp.p
I („PKO BP BO”).

5. SCHEDULE FOR THE ACQUISITION OF SHARES UNDER THE INVITATION AND THE CANCELLATION OR MODIFICATION OF THE INVITATION

Deadline for the announcement of the Invitation:	03 June 2025
Opening date for the acceptance of Sale Offers:	05 June 2025
Closing date for acceptance of Sale Offers:	13 June 2025 (until 3.00 p.m. CET)
Expected transaction and settlement date for the purchase of the Shares (" Transaction Date ")	18 June 2025

Up to and including the Transaction Date, the Company reserves the right to cancel (at its sole discretion and in any event) this Invitation and to rescind it, in particular to refrain from purchasing the Shares offered for sale in response to this Invitation, as well as to amend the

contents of this Invitation (subject to the limits set by the Authorising Resolution). In the event of cancellation or amendment of the contents of the Invitation, the relevant information shall be made public in the manner in which this Invitation has been made public, as well as on the Company's website available at: www.toya.pl, as well as published on the website of PKO BP BO(www.bm.pkobp.pl). In the event of cancellation or content modification of the Offering, neither the Company nor PKO BP BO will be responsible for the reimbursement of costs incurred by Shareholders, their attorneys or legal representatives in connection with the submission of the Sale Offer or other actions necessary for the submission of the Sale Offer, or for payment of any compensation.

6. ENTITIES ENTITLED TO SUBMIT OFFERS FOR THE SALE OF SHARES IN RESPONSE TO THIS INVITATION

Entities entitled to submit Sale Offers in response to this Invitation are all shareholders of the Company, i.e. persons or entities in whose securities accounts or for whom Shares are recorded in securities accounts (omnibus accounts) at the time of acceptance of a given Sale Offer ("**Shareholders**").

The Shares offered for purchase in response to this Invitation must be free of any encumbrances (in particular, ordinary, fiscal, registered or financial pledge, attachment in execution proceedings, option, pre-emptive or other right of priority or any other right, encumbrance or restriction in favour of third parties of a material or obligatory nature).

7. PROCEDURE FOR MAKING AN OFFER TO SELL SHARES

Each of the investment firms within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments (the "**Trading Act**") (the "**Investment Firms**") or custodian banks within the meaning of the Trading Act (the "**Custodian Banks**") operating the securities accounts on which the Shareholders hold the Shares, shall determine in its own discretion the times and manner for the submission of the Sale Offers by the Shareholders or their proxies or representatives, provided that the Sale Offers may be accepted up to 15.00 CET on the last day of acceptance of the Sale Offers specified in the Invitation.

Shareholders are cautioned that, prior to submitting an Offer to Sell, they should familiarise themselves with the procedures and regulations of the Investment Firms or Custodian Banks maintaining the securities accounts in which they hold Shares with respect to the execution of transactions in response to the Invitation, the issuance of certificates of deposit and the establishment and release of a block on the Shares, in particular the rules and time limits applied by the relevant Investment Firm or Custodian Bank, as well as the fees charged by the Investment Firms or Custodian Banks for carrying out the above operations.

The rules of identification of the Shareholder who submits the Sale Offer and the manner of accepting the Sale Offer are specified by the entity accepting the Sale Offer. If the Sale Offer is made by proxy, the Shareholder should familiarize himself/herself with the rules of a given Investment Company/Escrow Bank where his/her shares are deposited with respect to acting by proxy.

Signing of the Sale Offer shall constitute an irrevocable and unconditional declaration of intent by the person making such Sale Offer to accept the terms and conditions set out in the Invitation and in the Sale Offer, in particular to accept the rules concerning payment of the price and to consent to the processing of personal data to the extent necessary to carry out all activities related to the Invitation and the performance of transactions concluded as a result thereof. The Sale Offer shall be binding on the Shareholder until settlement of the transaction under the Invitation or until the date of cancellation or withdrawal of the Invitation

by the Company.

All consequences, including the invalidity of the Sale Offer, resulting from the improper preparation and submission of the Sale Offer or the deposit certificate shall be borne by the Shareholder. Transactions will only be effective in relation to the Company's shares offered in the Sale Offer in a manner that satisfies the conditions described in this Invitation. Neither the Company nor PKO BP BO shall be liable for failure to execute the Sale Offers which are submitted before or after the deadline for acceptance of the Sale Offers or which are submitted incorrectly.

A Shareholder may submit a Sale Offer for a higher number of the Company's Shares held than the number of Shares subject to this Invitation. During the period of acceptance of the Sale Offers Shareholders may submit any number of Sale Offers. In the event that the number of Shares indicated in the Sale Offer is not fully covered by the accompanying deposit certificate or is higher than the number of blocked Shares, such Sale Offer shall be deemed invalid (provided that the respective form of submission of the Sale Offer requires the attachment of a deposit certificate for the Shares).

Any additional information on the procedure for accepting the Sale Offers in response to this Invitation may be obtained from the CSPs of PKO BP BO and from other Investment Firms and Custodian Banks that are participants in KDPW.

The following forms of Sale Offers are permitted:

7a. Submission of Sale Offers in response to an Invitation at the Investment Firm which maintains the Shareholder's securities account or at PKO BP Customer Service Points ("CSPs")

Shareholders wishing to respond to the Invitation and holding the Shares in securities accounts held with an Investment Firm (including PKO BP BO) should submit to such Investment Firm a completed Sale Offer form in duplicate (one copy each for the Shareholder submitting the Sale Offer and the Investment Firm), together with an instruction to block the Shares and an irrevocable instruction to issue a settlement order for the benefit of the Company, in accordance with the procedure indicated in the internal regulations of the Investment Firm, provided that this entity provides the Shareholder with a brokerage service consisting in accepting and transmitting orders to purchase or sell financial instruments, as referred to in Article 69(2)(1) of the Trading Act. A model form of the Sale Offer is attached as Appendix 1 to the Invitation. In the event that a Shareholder holds Shares in securities accounts with more than one Investment Firm, he or she shall submit the Sale Offer separately to each of the Investment Firms holding his or her Shares in respect of the Shares credited to the account at the relevant Investment Firm.

Sale Offers may also be placed in an electronic form or by telephone at an Investment Company by a client of an Investment Company, provided that it is in accordance with the regulations of this Investment Company and such entities are duly authorized to issue a Sale Offer in writing on the basis of an instruction from a client received in an electronic form or by telephone. The Sale Offer in electronic or telephonic form may be submitted during the hours specified in the regulations of the relevant Investment Firm accepting the Sale Offers, but no later than 3.00 p.m. on the last day of acceptance of the Sale Offers as indicated in clause 5 Invitations.

A Shareholder holding shares of the Company on a securities account maintained by an Investment Company should contact the Investment Company to confirm the manner, hours

and places of accepting the Sale Offers by the Investment Company.

In addition, Shareholders whose shares are deposited in securities accounts with Investment Firms other than PKO BP BO have the possibility to submit the Offer to Sell to PKO BP Brokerage Office provided that they have entered into an agreement with PKO BP BO for the acceptance and transmission of orders to purchase or sell financial instruments referred to in Article 69(2)(1) of the Trading Act. Such Offers for Sale will be accepted at the CSPs of PKO BP BO listed at: www.bm.pkobp.pl, during the period of acceptance of the Sale Offers, during the working hours of CSPs of PKO BP BO. In this case, Shareholders intending to make a Sale Offer shall do the following:

- a) submit to the CSPs of PKO BP Brokerage Office a completed form of the Sale Offer in two copies, the template of which constitutes Appendix 2 to the Invitation, one copy each for the Shareholder submitting the Sale Offer and for PKO BP Brokerage Office;
- b) submit to the CSP of PKO BP BO the original deposit certificate(s) issued by the entity maintaining the Shareholder's securities account confirming:
 - I. the blocking of the Shares up to and including the Transaction Date (settlement is expected to occur no later than 18 June 2025), and
 - II. the submission of an irrevocable settlement order in response to the Invitation to sell the Shares to the Company at the Purchase Price, with a term to expire on the Transaction Date.

Any additional information on the procedure for acceptance of the Sale Offer in response to this Invitation at PKO BP BO (including detailed principles for identification of the Shareholder and principles for submission of the Sale Offer by proxy) may be obtained at the CSPs of PKO BP BO (including by telephone) and on the website of PKO BP BO (www.bm.pkobp.pl).

7b. Submission of Sale Offers in response to the Invitation by Shareholders holding Shares in accounts with the Custodian Banks

Shareholders holding Shares on a securities account with the Custodian Bank shall:

- i. submit to the Custodian Bank an instruction to block the Shares up to and including the Invitation Transaction Date and submit an irrevocable instruction to issue a settlement order for the sale of the Shares to the Company at the Purchase Price, effective up to and including the Invitation Transaction Date. Shareholders should also obtain a share certificate valid up to and including the Invitation Transaction Date; and
- ii. submit to the Investment Firm with which the Shareholder has entered into the agreement on acceptance and transmission of orders to purchase or sell financial instruments referred to in Article 69(2)(1) of the Trading Act, the original deposit certificate issued by the Custodian Bank maintaining the Shareholder's securities account, confirming the blocking of the Shares until the Transaction Date under the Invitation (inclusive) and the issuance to the Custodian Bank of an irrevocable instruction to issue a settlement order, at the Purchase Price, as well as the completed form of the Sale Offer in two copies (one each for the Shareholder submitting the Sale Offer and the Investment Firm), a specimen of which is attached as Appendix 2 to the Invitation.

Shareholders whose Shares are deposited in an account with the Custodian Bank, or entities duly authorised to act on behalf of such Shareholders, may submit the Sale Offer to PKO BP BO provided that they have entered into an agreement with PKO BP BO for the acceptance and transmission of orders to purchase or sell financial instruments, as referred to in Article 69(2)(1) of the Trading Act.

7c. Miscellaneous

The Investment Firms shall provide PKO BP BO with information on the submitted Sale Offers in accordance with the rules set forth in the "*Procedure and Terms of Transaction Execution under the Invitation to Submit Offers for the Sale of Shares of TOYA S.A.*" (Polish: *Procedura postępowania oraz trybu realizacji transakcji w ramach zaproszenia do składania ofert sprzedaży akcji spółki TOYA S.A.*). and sent to Investment Firms and Custodian Banks by PKO BP Brokerage Office, with the proviso that the subject of the Sale Offers may only be unencumbered and unblocked Shares (with the exception of blocking established for the purposes of this Invitation) held on the Shareholder's securities account and the Investment Firms and Custodian Banks, in accordance with applicable internal regulations, shall take measures to ensure that the Shares offered for sale may not be used by the Shareholder or by the Investment Firm for any purpose other than the settlement of the Share buy-back transaction. Neither the Company nor PKO BP BO shall be liable to the Shareholder for any damage arising as a result of the failure of the Investment Firm or the Custodian Bank accepting the Sale Offer from the Shareholder to send information about the Sale Offer to PKO BP BO.

In order to standardise the documents needed to submit the Sale Offer, a set of forms will be submitted to the Investment Firms maintaining the securities accounts – participants of the National Depository for Securities ("KDPW").

8. ACQUISITION OF SHARES FROM SHAREHOLDERS AND PRINCIPLES OF REDUCTION

As a result of this Invitation, the Company shall acquire up to 9,850,000 (in words: nine million eight hundred and fifty thousand) Shares, representing no more than 13.13% of the Company's share capital. No fractions of Shares shall be purchased in the exercise of the Invitation.

In the event that the total number of shares of the Company covered by all Sale Offers correctly submitted by Shareholders during the Sale Offer acceptance period exceeds the number of shares to be purchased, the Company shall proportionally reduce the number of Shares covered by the Sale Offers, rounding down the fractional number of Shares to the nearest whole number, so that the total number of Shares is equal to the maximum number indicated by the Company in the announced Invitation, while maintaining the principle of equal treatment of all Shareholders. The Shares remaining after application of the rounding referred to above (i.e. the Shares in the number representing the difference between the number of Shares specified by the Company in the announced Invitation and the total number of Shares covered by the reduced and rounded Sale Offers) shall be allocated to the Sale Offers submitted by the Shareholders one Share at a time, starting from the largest Sale Offers to the smallest ones, until the total allocation of Shares in the number equal to the number in the announced Invitation.

Only Sale Offers submitted in accordance with the terms and conditions indicated in this Invitation shall be accepted. In particular, Sale Offers with incorrectly or incompletely completed Sale Offer forms or offers which are not accompanied by or are accompanied by an incorrectly issued deposit certificate (provided that the respective form of submission of Sale Offers requires the deposit certificate for the Shares to be attached) shall not be accepted. Sales Offers received before or after the closing date for acceptance of Sales Offers, as well as Sales Offers filled out illegibly, shall not be accepted either.

The transfer of the Shares between the Shareholders who submit valid Sale Offers and the Company will be made outside organised trading and will be settled through the KDPW depository and settlement system. The intermediary for settlement is PKO BP BO.

9. PRICE PAYMENT

The Purchase Price of the Shares to be purchased from individual Shareholders, in the number determined in accordance with the principles set out in clause 8 above, shall be paid by the Company in cash in Polish zloty. The amount multiplied by the final number of Shares purchased from individual Shareholders and the Purchase Price shall be transferred in accordance with the regulations of the KDPW depository and settlement system. This amount may be reduced by the commission payable and other fees (provided that such commission or fees are charged by the brokerage entity issuing the settlement order, as set out in such entity's table of fees). Shareholders intending to submit Sale Offers should contact the relevant Investment Firms or Custodian Banks where they will be making the relevant instructions in relation to the Sale Offer in order to ascertain the fees payable to such entities in respect of the transfer of the Shares in response to this Invitation.

For the purpose of implementing this Invitation, the Company has established security in an amount not less than the product of the Purchase Price and the maximum number of Shares to be purchased, in the form of a cash block on the Company's investment account held with the PKO BP BO.

Entity inviting Sale Offers:

on behalf of TOYA S.A.

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In words:

21. Price per Share: PLN 8.00 (in words: eight zloty 00/100)

22. Value of Shares offered for sale: (the product of the number of Shares offered for sale and the price per Share):

..... (in words:.....)

E. DECLARATIONS OF SHAREHOLDER SUBMITTING THE SALE OFFER:

I, the undersigned, on my own behalf/as agent/representative of the person/entity I represent, indicated in section 1 above, I declare that:

- a) I have read the contents of the Invitation and accept its terms and conditions, in particular the rules for the acquisition of Shares from Shareholders and the principles of reduction;
- b) The Shares are free from any encumbrances and rights of third parties, including pledge, registered pledge, financial pledge;
- c) I agree that the proceeds of the sale of the Shares after settlement of the transaction will be transferred to my cash account linked to the securities account in which the Shares are credited;
- d) I agree that the entity accepting this Sale Offer may disclose information covered by professional secrecy (including personal data) to the entity acting as an intermediary in the Invitation – Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Oddział - Biuro Maklerskie w Warszawie, address: ul. Świętokrzyska 36, 00-116 Warsaw ("PKO BP BO") and TOYA Spółka Akcyjna with its registered office in Wrocław, ul. Sołtysowicka 13-15, 51-168 Wrocław – and I authorise them to receive information covered by professional secrecy to the extent necessary to carry out any activities related to the Invitation. The rules for the processing of personal data by the Company and PKO BP BO are attached as Appendices 3 and 4 to the Invitation respectively;
- e) I confirm the accuracy of the data contained in this Sale Offer;
- f) I declare that I am not and, in the case of a legal entity or unincorporated entity, none of our directors, officers or, to the best of my knowledge, any of our subsidiaries, associates or affiliates, is an individual or entity or is owned or controlled by an individual or entity that:
 - (i) is currently subject to any sanctions imposed by the European Union (including under:

(a) Council Regulation (EC) No. 765/2006 of 18 May 2006 concerning restrictive measures in view of the situation in Belarus and the involvement of Belarus in Russia's aggression against Ukraine (as amended); (b) Council Regulation (EU) No. 269/2014 of 17 March 2014 on restrictive measures in respect of actions undermining or threatening the territorial integrity, sovereignty and independence of Ukraine (as amended); and (c) Council Regulation (EU) No. 833/2014 of 31 July 2014 concerning restrictive measures in view of Russia's destabilising actions in Ukraine (as amended), including its Member States; the United Kingdom of Great Britain and Northern Ireland; the Swiss Confederation; the United States of America; the United Nations; or relevant governmental institutions and agencies, including, but not limited to, the Office of Foreign Assets Control (OFAC), the U.S. Department of the Treasury, the U.S. Department of State, the U.S. Department of Commerce, the United Kingdom's *His Majesty's Treasury* (collectively "**Sanctions**"); nor (ii) is located in, or does business in or from, or is incorporated or domiciled in, a country or territory subject to Sanctions (including, in particular, territory of the Russian Federation, the Republic of Belarus, the Crimea, the Republic of Cuba, the Islamic Republic of Iran, the Democratic People's Republic of Korea, the Republic of South Sudan, the Republic of Sudan and the Syrian Arab Republic) or conducts business or maintains business relations with entities subject to any Sanctions or with entities located or operating in countries or territories subject to Sanctions, in any manner that would create a Sanctions liability for any other party; and we conform to and are in compliance with all laws and regulations binding on us relating to economic sanctions or providing for trade restrictions.

This Sale Offer is unconditional, irrevocable, non-modifiable and valid until the date indicated in the Invitation. For the avoidance of doubt, the Sale Offer may also be accepted by the Company in part, which shall be understood to mean that the Company may purchase a smaller number of shares than the number indicated in section 21, under the terms of the Invitation, but at the same unit price.

F. SHARE BLOCKING INSTRUCTION IN CONNECTION WITH INVITATION

I hereby give an irrevocable instruction to block the aforementioned Shares.

Block expiry date: Until the close of the trading session on the date of the transfer of the Shares at KDPW or the date of the public announcement of the cancellation of the Invitation or the withdrawal from the purchase of the Shares.

G. INSTRUCTION TO ISSUE SETTLEMENT ORDER IN CONNECTION WITH INVITATION

I hereby give an irrevocable instruction to issue a settlement order in favour of the Company in respect of the

aforementioned Shares, in accordance with the terms and conditions of the Invitation, at a price of PLN 8.00 (in words: eight zloty 00/100), in accordance with the terms and conditions of the Invitation.

Date of instruction

.....
Customer's signature

.....
Date of acceptance of the offer to sell shares and
instructions as well as signature and stamp of the
employee of the brokerage house/office

OFFER TO SELL SHARES OF TOYA S.A.

A. DETAILS OF SHAREHOLDER SUBMITTING THE SALE OFFER:

(a) natural person / (b) legal person or organisational unit without legal personality

1. (a) First name and surname / (b) Company name or name:
2. (a) Series and number of the identity document and Personal Identification Number PESEL (in the case of residents being natural persons) or series and number of the passport (in the case of non-residents being natural persons) / (b) KRS number, National Business Registry Number REGON or other identification number (in the case of residents being legal persons or organisational units without legal personality) or designation of the register and the number of the register relevant for the country of registration (in the case of non-residents being legal persons or organisational units without legal personality):
3. (a) and (b) Contact telephone:
4. (a) Nationality / (b) LEI code:
5. (a) Date of birth / (b) LEI code expiry date:

(a) Address of residence / (b) Address of registered office

6. street, street number, unit number:
7. Place:
8. Postal code:
9. Country:

(a) and (b) Mailing address (if different from above)

10. street, street number, unit number:
11. Place:
12. Postal code:
13. Country:

B. DETAILS OF PERSON SUBMITTING THE SALE OFFER ON BEHALF OF SHAREHOLDER (FOR SUBSCRIPTION THROUGH REPRESENTATIVE / PROXY / AGENT):

14. Full name:
15. PESEL / Date of birth:
16. Number and series of identity document

C. DETAILS OF ENTITY THAT MAINTAINS THE SECURITIES ACCOUNT:

17. Securities account number:
18. Operated by (entity full name):
19. CODE in KDPW

D. SHARES OFFERED FOR SALE

20. Shares offered for sale: dematerialised ordinary bearer shares of TOYA Spółka Akcyjna, ISIN code PLTOYA000011 ("**Shares**").

- 21. Number of Shares offered for sale in the Sale Offer:**

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In words:

22. Price per Share: PLN 8.00 (in words: eight zloty 00/100)

23. Value of Shares offered for sale: (the product of the number of Shares offered for sale and the price per Share):

..... (in words:.....)

E. DECLARATIONS OF PERSON SUBMITTING THE SALE OFFER:

I, the undersigned, on my own behalf/as agent/representative of the person/entity I represent, indicated in section 1 above, I declare that:

- a) I have read the contents of the Invitation and accept its terms and conditions, in particular the rules for the acquisition of Shares from Shareholders and the principles of reduction;
- b) The Shares covered by this Sale Offer, in the number indicated in section 21 above, have been blocked in my securities account up to and including the settlement date of the purchase of the Shares indicated in the Invitation, and an instruction has been given to transfer the Shares over-the-counter to the account of the Company on the terms and conditions set out in the Invitation;
- c) The Shares are free from any encumbrances and rights of third parties, including pledge, registered pledge, financial pledge;
- d) I agree that the proceeds of the sale of the Shares after settlement of the transaction will be transferred to my cash account linked to the securities account in which the Shares are credited;
- e) I consent (or take reasonable steps to consent) to the communication by the entity maintaining the securities account in which the Shares are recorded of information on the number of Shares blocked or instructions to transfer the Shares over-the-counter to the Company's account in connection with this Sale Offer to the entity accepting this Sale Offer and authorise the entity accepting this Sale Offer to verify this information with the entity maintaining the securities account on which the Shares are held;
- f) I consent to the provision by the entity accepting this Sale Offer of information subject to professional secrecy (including personal data) to TOYA Spółka Akcyjna with its registered office in Wrocław, ul. Sołtysowicka 13-15, 51-168 Wrocław and to the entity acting as intermediary in the Invitation – Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Branch – Biuro Maklerskie w Warszawie, address: ul. Świętokrzyska 36, 00-116 Warsaw ("PKO BP BO") to receive information covered by professional secrecy to the extent necessary to carry out all activities related to the Invitation. The rules for the processing of personal data by the Company and PKO BP BO are attached as Appendices 3 and 4 to the Invitation respectively;
- g) I confirm the accuracy of the data contained in this Sale Offer;
- h) I declare that I am not and, in the case of a legal entity or unincorporated entity, none of our directors, officers or, to the best of my knowledge, any of our subsidiaries, associates or affiliates, is an individual or entity or is owned or controlled by an individual or entity that:
 - (i) is currently subject to any sanctions imposed by the European Union (including under:
 - (a) Council Regulation (EC) No. 765/2006 of 18 May 2006 concerning restrictive measures in view of the situation in Belarus and its involvement in Russia's aggression against Ukraine (amended);
 - (b) Council Regulation (EU) No. 269/2014 of 17 March 2014 on restrictive measures in respect of actions undermining or threatening the territorial integrity, sovereignty and independence of Ukraine (as amended);
 - and (c) Council Regulation (EU) No. 833/2014 of 31 July 2014 concerning restrictive measures in view of Russia's destabilising actions in Ukraine (as amended), including its Member States; the United Kingdom of Great Britain and Northern Ireland; the Swiss Confederation; the United States of America; the United Nations; or relevant governmental institutions and agencies, including, but not limited to, the Office of Foreign Assets Control (OFAC), the U.S. Department of the Treasury, the U.S. Department of State, the U.S. Department of Commerce, the United Kingdom's *His Majesty's Treasury* (collectively "**Sanctions**"); nor (ii) is located in, or does business in or from, or is incorporated or domiciled in, a country or territory subject to Sanctions (including, in particular, territory of the Russian Federation, the Republic of Belarus, the Crimea, the Republic of Cuba, the Islamic Republic of Iran, the Democratic People's Republic of Korea, the Republic of South Sudan, the Republic of Sudan and the Syrian Arab Republic) or conducts business or maintains business relations with entities subject to any Sanctions or with entities located or operating in countries or territories subject to Sanctions, in any manner that would create a Sanctions liability for any other party; and we conform to and are in compliance with all laws and regulations binding on us relating to economic sanctions or providing for trade restrictions.

This Sale Offer is unconditional, irrevocable, non-modifiable and valid until the date indicated in the Invitation. For the avoidance of doubt, the Sale Offer may also be accepted by the Company in part, which shall be understood to mean that the Company may purchase a smaller number of shares than the number indicated in section 21, under the terms of the Invitation, but at the same unit price.

.....
Customer's signature

.....
Date of acceptance of the offer to sell shares and
instructions as well as signature and stamp of the
employee of the brokerage house/office

APPENDIX 3: GDPR INFORMATION CLAUSE OF TOYA S.A. CONCERNING PERSONAL DATA

Information clause

for a Customer subscribing to TOYA's treasury share buy-back offer

INFORMATION ON THE PROCESSING OF PERSONAL DATA

for persons for whom TOYA S.A. acts as a data controller in connection with the TOYA S.A.'s treasury share buy-back offer.

On the basis of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC, („**Regulation**”), please be informed that:

1. Data Controller

The controller of your personal data is TOYA Spółka Akcyjna with its registered office in Wrocław, address: ul. Sołtysowicka 13-15, 51-168 Wrocław, registered at the District Court for Wrocław Fabryczna in Wrocław, 6th Commercial Division of the National Court Register (KRS) under KRS number 0000066712, Tax Identification Number (NIP): 8951686107, National Business Registry Number (REGON): 932093253, share capital (paid-up capital) PLN 7,504,222.60, ("**Issuer**").

2. Data Protection Officer

A Data Protection Officer has been appointed at the Issuer. Address: TOYA S.A., ul. Sołtysowicka 13-15, 51-168 Wrocław, Data Protection Officer, e-mail address: iod@yato.pl; telephone 713246200.

3. Categories of personal data – the information relates to personal data obtained otherwise than from the data subject

The Issuer processes the following categories of personal data: identification data, address data and contact data.

4. Purpose of data processing and legal basis

Personal data may be processed by the Issuer in particular for the following purposes:

- 1) to take the steps necessary for the conclusion of the contract (Article 6(1)(b) of the Regulation),
- 2) to carry out activities resulting from generally applicable law provisions – on the basis of Article 6(1)(c) of the Regulation,
- 3) to handle possible counterclaims or complaints – on the basis of Article 6(1)(a) and (c) of the Regulation.

5. Personal Data Sharing

Personal data may be shared by the Issuer with:

- 1) entities and authorities to whom the Issuer is obliged or authorised to make personal data available on the basis of law provisions,
- 2) entities with whom the Issuer cooperates in connection with the offer to buy back shares of TOYA S.A., in particular Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw,
- 3) entities supporting the Issuer in the performance of its activities, e.g. providing hosting and maintenance services for e-mail and other electronic means of communication, legal, tax and debt collection services, as well as postal and courier operators.

6. Transfer of Personal Data to Third Countries

Your data will not be transferred by the Issuer to a third country, however, an entity cooperating with the Issuer, i.e. Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, may transfer data to the government administration of the United States of America in connection with international money transfers via SWIFT.

7. Personal Data Retention Period

Personal data will be retained for the period necessary to process, execute or settle the transaction resulting from the offer to buy back treasury shares of TOYA S.A., and later in connection with the legal obligations of TOYA S.A. under the law, in particular for the period of limitation of any possible claims.

8. Data Subject's Rights

In relation to the Issuer's processing of your personal data, you have the following rights:

- 1) the right to access your personal data,
- 2) the right to rectify your personal data,
- 3) the right to request erasure of your personal data (the "right to be forgotten"),
- 4) the right to restrict your personal data processing,
- 5) the right to data portability,
- 6) the right to object to the processing of data, including profiling, and for the purposes of direct marketing, including profiling,
- 7) the right to withdraw consent where the Issuer processes your personal data on the basis of consent, at any time and in any manner, without affecting the lawfulness of the processing carried out on the basis of consent before its withdrawal,
- 8) the right to lodge a complaint with the President of the Personal Data Protection Office if you consider that the processing of your personal data violates the provisions of the Regulation or other law provisions.

9. Source of data – *the information relates to personal data obtained otherwise than from the data subject*

Personal data may originate from a party to the contract with the Issuer, in particular Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, or another entity, including another investment firm providing brokerage services to the data subject.

10. Data Provision Requirement

The provision of personal data is necessary to fulfil the purposes set out in section 4 for:

- 1) handling, execution or settlement of the transaction resulting from the offer to buy back treasury shares of TOYA S.A.,
- 2) handling any complaints or counterclaims.

11. Automated Decision-making, including Profiling

Personal data shall not be subject to automated processing, including profiling.

APPENDIX 4 – GDPR INFORMATION CLAUSE OF PKO BP BO

INFORMATION ON THE PROCESSING OF PERSONAL DATA

for persons for whom the Bank acts as a personal data controller in connection with the provision of certain brokerage services by PKO BP BO

On the basis of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data and on the free movement of such data and repealing Directive 95/46/EC, ("**Regulation**"), please be informed that:

12. Data Controller

The controller of your personal data is Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna with its registered office in Warsaw, address: ul. Puławska 15, 02-515 Warsaw, registered in the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register (KRS), under KRS number 0000026438, Tax Identification Number (NIP): 525-000-77-38, National Business Registry Number (REGON): 016298263, share capital (paid-in capital) PLN 1,250,000,000, helpline: 800 302 302, including PKO BP BO, which functions as a separate organisational unit of the Bank ("**Bank**").

13. Data Protection Officer

A Data Protection Officer has been appointed by the Bank. Address: Powszechna Kasa Oszczędności Bank Polski Spółka Akcyjna Inspektor Ochrony Danych, Departament Bezpieczeństwa, ul. Puławska 15, 02-515 Warsaw, e-mail address: iod@pkobp.pl.

14. Categories of personal data – *the information relates to personal data obtained otherwise than from the data subject*

The Bank processes the following categories of personal data: identification data, address data and contact data.

15. Purpose of data processing and legal basis

Personal data may be processed by the Bank in particular for the following purposes:

- 4) handling, execution or settlement of an instruction, order or subscription submitted in the course of providing certain brokerage services – on the basis of Article 6(1)(a) of the Regulation,
- 5) performance of activities arising from generally applicable laws, including performance of tasks carried out in the public interest, on the basis of Article 6(1)(c) and (e) of the Regulation,
- 6) processing of complaints – on the basis of Article 6(1)(a) and (c) of the Regulation.

16. Personal Data Sharing

Personal data may be shared by the Bank with:

- 4) entities and bodies to which the Bank is obliged or authorised to make personal data available on the basis of legal provisions, including entities and bodies entitled to receive personal data from the Bank or entitled to request access to personal data on the basis of law provisions, in particular on the basis of Articles 149 and 150 of the Act on Trading in Financial Instruments,
- 5) entities to which PKO BP BO has entrusted the performance of brokerage activities or activities related to brokerage operations carried out by PKO BP Brokerage Office,
- 6) entities supporting the Bank in the performance of its activities, e.g. providing hosting and maintenance services for e-mail and other electronic means of communication, legal, tax and debt collection services, as well as postal and

courier operators.

17. Transfer of Personal Data to Third Countries

Your data may be transferred to the government administration of the United States of America in connection with international money transfers via SWIFT.

18. Personal Data Retention Period

Personal data will be stored for a period of time:

- 1) necessary for handling, execution or settlement of an instruction, order or subscription submitted within the scope of the provision of certain brokerage services, and later in connection with a legal obligation of PKO BP BO under the law,
- 2) of validity of the powers of attorney granted, and after their revocation or expiry, in connection with the legal obligation of PKO BP BO under generally applicable laws.

Information on data retention periods is available on the Bank's website under "GDPR".

19. Data Subject's Rights

In relation to the Bank's processing of your personal data, you have the following rights:

- 9) the right to access your personal data,
- 10) the right to rectify your personal data,
- 11) the right to request erasure of your personal data (the "right to be forgotten"),
- 12) the right to restrict your personal data processing,
- 13) the right to data portability,
- 14) the right to object to the processing of data, including profiling, and for the purposes of direct marketing, including profiling,
- 15) the right to withdraw consent where the Bank processes your personal data on the basis of consent, at any time and in any manner, without affecting the lawfulness of the processing carried out on the basis of consent before its withdrawal,
- 16) the right to lodge a complaint with the President of the Personal Data Protection Office if you consider that the processing of your personal data violates the provisions of the Regulation or other law provisions.

20. Source of data – *the information relates to personal data obtained otherwise than from the data subject*

Personal data may originate from a party to a contract with PKO BP BO or another entity, including another investment firm providing brokerage services to the data subject.

21. Data Provision Requirement

The provision of personal data is necessary to fulfil the purposes set out in section 4 for:

- 3) handling, execution or settlement of an instruction, order or subscription made in the course of providing certain brokerage services, and the consequence of failing to provide personal data will be that the aforementioned instructions (statements) cannot be handled,
- 4) processing the complaint, and the consequence of failing to provide your personal data will be that the complaint cannot be processed.

22. Automated Decision-making, including Profiling

Personal data shall not be subject to automated processing, including profiling.