



TOYA SA  
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## **Resolution 1**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of electing of the Chairman of the Annual General Meeting**

#### **§ 1**

Pursuant to Art. 409 § 1 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 5 of the Rules of the General Meeting of "TOYA" S.A., the Annual General Meeting of "TOYA" S.A. elects Mr/Mrs [.] the Chairman of the Annual General Meeting.

#### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 2**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of refraining from appointing the Returning Committee of the Annual General Meeting.**

### **§ 1**

The Annual General Meeting of TOYA S.A. decides to refrain from appointing the Returning Committee and entrusts the Chairman with counting the votes with the assistance of the company conducting electronic voting.

### **§ 2**

The resolution comes into force upon its adoption.



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**Resolution 3**  
**of the Annual General Meeting of**  
**TOYA joint-stock company with its registered office in Wrocław**  
**of \_\_\_\_ \_\_\_\_ 2021**  
**in the matter of adopting the agenda of the Annual General Meeting**

**§ 1**

The Annual General Meeting of Shareholders of TOYA S.A. adopts the following agenda:

1. Opening of the Annual General Meeting.
2. Adopting resolution concerning the election of the Chairman of the Annual General Meeting.
3. Declaring the General Meeting duly held and capable of adopting resolutions
4. Adopting resolution concerning refraining from appointing the Returning Committee of the Annual General Meeting.
5. Adopting resolution on adopting the agenda of the Annual General Meeting.
6. Considering the Director's report on operations of TOYA S.A. for the financial year ended on 31 December 2020.
7. Adopting resolution concerning the approval of the Director's report on operations of TOYA S.A. for financial year ended on 31 December 2020.
8. Considering the standalone financial statements of TOYA S.A. for the financial year ended on 31 December 2020.
9. Adopting resolution concerning the approval of the standalone financial statements of TOYA S.A. for financial year ended on 31 December 2020.
10. Considering the Director's report on operations of TOYA S.A. Capital Group for the financial year ended on 31 December 2020.
11. Adopting resolution concerning the approval of the Director's report on operations of TOYA S.A. Capital Group for the financial year ended on 31 December 2020
12. Considering the consolidated financial statements of TOYA S.A. Capital Group for financial year ended on 31 December 2020.
13. Adopting resolution concerning the approval of the consolidated financial statements of TOYA S.A. Capital Group for the financial year ended on 31 December 2020.



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14. Considering the Supervisory Board's report for the financial year ended on 31 December 2020, including the results of evaluation of the Director's report on operations of TOYA S.A. and the TOYA S.A. Capital Group for the financial year ended on 31 December 2020, standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year ended on 31 December 2020 in the scope of their compliance with books of accounts, documents and facts, request of the Management Board concerning distribution of profit for the financial year ended on 31 December 2020, evaluation of position of TOYA S.A., including internal control system, risk management system, compliance and internal audit function including evaluation of financial reporting and operational activities.
15. Adopting resolution concerning the approval of the Supervisory Board's report for the financial year ended on 31 December 2020, including the results of evaluation of the Director's report on operations of TOYA S.A. and the TOYA S.A. Capital Group for the financial year ended on 31 December 2020, standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year ended on 31 December 2020 in the scope of their compliance with books of accounts, documents and facts, request of the Management Board concerning distribution of profit for the financial year ended on 31 December 2020, evaluation of position of TOYA S.A., including internal control system, risk management system, compliance and internal audit function including evaluation of financial reporting and operational activities.
16. Adopting resolution concerning the provision of opinion on the Report on remuneration of the members of the Management Board and Supervisory Board of TOYA S.A. for the financial years 2019-2020.
17. Considering the Supervisory Board's evaluation of the manner in which TOYA S.A. fulfils information obligations regarding application of corporate governance principles specified in the Warsaw Stock Exchange Rules and regulations concerning current and periodic information provided by issuers of securities during the financial year ended on 31 December 2020.
18. Considering the information from the Supervisory Board concerning the absence of policy of TOYA S.A. regarding its sponsorship, charitable or other similar activities in financial year ended on 31 December 2020.
19. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz for the financial year ended on 31 December 2020.
20. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Vice President of the Management Board, Mr Maciej Lubnauer, for the financial year ended on 31 December 2020.
21. Adopting resolution regarding the acknowledgement of the fulfilment duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, in the financial year ended on 31 December 2020.
22. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Vice-Chairman of the Supervisory Board, Mr Jan Szmidt, for the financial year ended on 31 December 2020.
23. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Ms Beata Szmidt, for the financial year ended on 31 December 2020.



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24. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for the financial year ended on 31 December 2020.
25. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for the financial year ended on 31 December 2020.
26. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for the financial year ended on 31 December 2020.
27. Adopting resolution regarding the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for the financial year ended on 31 December 2020.
28. Adopting resolution regarding the distribution of profit for the financial year ended on 31 December 2020.
29. Closing of session the Annual General Meeting.

## § 2

The resolution comes into force upon its adoption.



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## **Resolution 4**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of approving the Director's report on operations of TOYA S.A. for the financial year ended on 31 December 2020**

### **§ 1**

Pursuant to Art. 395 § 2 point 1 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020 item 1526, as amended) and § 26 section 1 letter a of the Articles of Association of TOYA S.A., upon consideration, the Annual General Meeting of TOYA S.A. approves the Director's report on operations of TOYA S.A. for financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 5**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of approving the standalone financial statements of TOYA S.A. for the financial year ended on 31 December 2020**

#### **§ 1**

Pursuant to Art. 395 § 2 point 1 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020 item 1526, as amended) and § 26 section 1 letter a of the Articles of Association of TOYA S.A., upon consideration, the Annual General Meeting of TOYA S.A. approves the standalone financial statements of TOYA S.A. for the financial year ended on 31 December 2020.

- statement of financial position prepared as at 31 December 2020, in which on the part of the assets, liabilities and equity the amount of PLN 308 870 thousand (say: three hundred eight million eight hundred seventy thousand Zloty) is recognised,
- statement of profit or loss and other comprehensive income, in which the comprehensive income of PLN 54 693 thousand (say: fifty-four million six hundred ninety-three thousand Zloty) is recognised for the period from 1 January 2020 to 31 December 2020,
- statement of changes in equity for the period from 1 January 2020 to 31 December 2020,
- cash flow statement for the period from 1 January 2020 to 31 December 2020,
- accounting policy and other explanatory notes.

#### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 6**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of approving the Director's report on operations of TOYA S.A. Capital Group for the financial year ended on 31 December 2020**

#### **§ 1**

Pursuant to Art. 395 § 5 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020 item 1526, as amended), upon consideration, the Annual General Meeting of TOYA S.A. approves the Director's report on operations of TOYA S.A. Capital Group for financial year ended on 31 December 2020.

#### **§ 2**

The resolution comes into force upon its adoption.





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## **Resolution 7**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of approving the consolidated financial statements of TOYA S.A. Capital Group for the financial year ended on 31 December 2020**

### **§ 1**

Pursuant to Art. 395 § 5 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) in conjunction with Art. 63c section 4 of the Accounting Act of 29 September 1994 (Journal of Laws of 2021, item 217, as amended), upon consideration, the Annual General Meeting of TOYA S.A., approves the consolidated financial statements of TOYA S.A. Capital Group for the financial year ended 31 December 2020

- consolidated statement of financial position prepared as at 31 December 2020, in which on the part of the assets, liabilities and equity the amount of PLN 394 942 thousand (say: three hundred ninety-four million nine hundred forty-two thousand Zloty) is recognised,
- consolidated statement of profit or loss and other comprehensive income, in which the comprehensive income of PLN 69 338 thousand (say: sixty-nine million three hundred thirty-eight thousand Zloty) is recognised for the period from 1 January 2020 to 31 December 2020,
- consolidated statement of changes in equity for the period from 1 January 2020 to 31 December 2020,
- consolidated cash flow statement for the period from 1 January 2020 to 31 December 2020,
- accounting policy and other explanatory notes.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 8**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of approving of the Supervisory Board's report for the financial year ended on 31 December 2020, including results of evaluation of the Director's report on operations**

**of TOYA S.A. and**

**TOYA S.A. Capital Group for the financial year ended on 31 December 2020, standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year ended on 31 December 2020 in the scope of their compliance with books of accounts, documents facts, request of the Management Board regarding distribution of profit for the financial year ended on 31 December 2020, evaluation of situation of TOYA S.A., including internal control system, risk management system, compliance and internal audit function, including evaluation of financial reporting and operations**

### **§ 1**

Pursuant to § 26 section 1 letter a of the Articles of Association of TOYA S.A., upon consideration, the Annual General Meeting of Toya S.A., approves the report of the Supervisory Board including evaluation of:

- Director's report on operations of TOYA S.A. and TOYA S.A. Capital Group for the financial year ended on 31 December 2020,
- standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year ended on 31 December 2020,

in the scope of the compliance with the books of accounts, documents and the facts, and

- request of the Management Board regarding distribution of profit for the financial year ended on 31 December 2020.
- situation of TOYA S.A., including internal control system, risk management system, compliance and internal audit function, including evaluation of financial reporting and operations.
- 

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 9**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of approving the Report on remuneration of the members of the Management Board and Supervisory Board of TOYA S.A. for financial years 2019-2020**

### **§ 1**

Pursuant to § 395 § 2<sup>1</sup> of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) in conjunction with art. 90g section 6 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies (Journal of Laws of 2020, item 2080, as amended), the Annual General Meeting of TOYA S.A. provides a positive opinion with regard to Report on remuneration of the members of the Management Board and the Supervisory Board of TOYA S.A. for financial years 2019-2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 10**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz, for the financial year ended on 31 December 2020.**

### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and §26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz, for the financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 11**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Vice-President of the Management Board, Mr Maciej Lubnauer, for the financial year ended on 31 December 2020.**

#### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and §26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Vice-President of the Management Board, Mr Maciej Lubnauer, for the financial year ended on 31 December 2020.

#### **§ 2**

The resolution comes into force upon its adoption.



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**Resolution 12**  
**of the Annual General Meeting of**  
**TOYA joint-stock company with its registered office in Wrocław**  
**of \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, for the financial year ended on 31 December 2020.**

**§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, for the financial year ended on 31 December 2020.

**§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 13**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Vice-Chairman of the Supervisory Board, Mr Jan Szmidt, for the financial year ended on 31 December 2020.**

### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Vice-Chairman of the Supervisory Board, Mr Jan Szmidt, for the financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 14**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Member of the Supervisory Board, Mrs Beata Szmidt, for the financial year ended on 31 December 2020.**

### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Member of the Supervisory Board, Mrs Beata Szmidt, for the financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.





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## **Resolution 15**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for the financial year ended on 31 December 2020.**

### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for the financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 16**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for the financial year ended on 31 December 2020.**

### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for the financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 17**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for the financial year ended on 31 December 2020.**

#### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for the financial year ended on 31 December 2020.

#### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 18**

**of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of acknowledging the fulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for the financial year ended on 31 December 2020.**

### **§ 1**

Pursuant to Art. 395 § 2 point 3 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby acknowledges the fulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for the financial year ended on 31 December 2020.

### **§ 2**

The resolution comes into force upon its adoption.



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## **Resolution 19**

### **of the Annual General Meeting of**

**TOYA joint-stock company with its registered office in Wrocław**

**of \_\_\_\_ \_\_\_\_ 2021**

**in the matter of distribution of profit for the financial year ended on 31 December 2020**

#### **§ 1**

Pursuant to Art. 395 § 2 point 2 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020, item 1526, as amended) and § 26 section 1 letter b of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. hereby decides to distribute the net profit in the amount of PLN 54 739 642.99 (say: fifty four million seven hundred thirty nine thousand six hundred forty two Zloty 99/100) for the financial year ended on 31 December 2020 in the following manner:

- a) allocation of the amount of PLN 21 762 245.54 (say: twenty-one million seven hundred sixty-two thousand two hundred forty-five Zloty 54/100) for the payment of dividend to the Company's Shareholders, which forms PLN 0.29 (twenty-nine Polish grosz) per share;
- b) allocation of the remaining amount of PLN 32 977 397.45 (say: thirty-two million nine hundred seventy-seven thousand three hundred ninety-seven Zloty 45/100) to the supplementary capital

#### **§ 2**

The dividend date shall be 27 July 2021.

#### **§ 3**

The dividend shall be paid to 13 August 2021

#### **§ 4**

The resolution comes into force upon its adoption.