**Resolution no. 1**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022  
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 shall come into force upon its adoption.

TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRS *[National Court Register]* no. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON *[National Official Business Register]*  no.: 932093253.



**Resolution no. 2**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022  
in the matter of refraining from the election of the Returning Committee of the Annual General Meeting**

§ 1

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

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 3**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022  
in the matter of** **adopting the agenda of the Annual General Meeting**

§ 1

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

1. Opening of the Annual General Meeting.
2. Electing the Chairman of the Annual General Meeting.
3. Declaring the Annual General Meeting duly held and capable of  
   adopting resolutions.
4. Refraining from the election of the Returning Committee of the Annual General  
   Meeting.
5. Adopting the agenda of the Annual General Meeting.
6. Considering the Directors' report on the operations of TOYA S.A. for the financial year ended on 31  
   December 2021
7. Approving the Directors' report on operations of TOYA S.A. for financial year  
   ended on 31 December 2021
8. Considering the standalone financial statements of TOYA S.A. for the financial year ended  
   on 31 December 2021
9. Adopting a resolution on approval of the standalone financial statements of TOYA S.A. for  
   the financial year ended on 31 December 2021
10. Considering the Directors' report on operations of the Capital Group of TOYA S.A. for the financial year  
    ended on 31 December 2021
11. Adopting a resolution on approval of the Directors' report on the operations of the  
    Capital Group of TOYA S.A. for the financial year ended on 31 December 2021
12. Considering the consolidated financial statements of the capital group of TOYA S.A. for the financial year  
    ended on 31 December 2021
13. Adopting a resolution on approval of the consolidated financial statements of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

1. Considering the report of the Supervisory Board for the financial year ended on 31 December 2021,  
   including the results of assessment of the Directors' report on operations of TOYA S.A. and the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021, the standalone financial statements of TOYA S.A. and consolidated financial statements of the Capital Group of TOYA S.A. for  
   the financial year ended on 31 December 2021 in respect of their conformity with the books and documents and the facts, proposal of the Management Board concerning distribution of profit for the financial year ended on 31 December 2021, assessment of the position of TOYA S.A., including internal control system, risk management system, compliance and internal audit function, together with assessment of financial reporting and operations.
2. Adopting a resolution on approval of the Supervisory Board report for the financial year  
   ended on 31 December 2021 including the results of assessment of the Directors' report on operations of  
   TOYA S.A. and the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021,  
   standalone financial statements of TOYA S.A. and consolidated financial statements  
   of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021 in respect of their  
   compliance with books and documents and facts, proposal of the Management Board concerning distribution of profit for the financial year ended on 31 December 2021, assessment of the position of TOYA S.A., including internal control system, risk management, compliance and internal audit function  
   along with assessment of financial reporting and operations.
3. Adopting a resolution on approval of the Remuneration report of the Members of the Management Board and the Supervisory Board of TOYA S.A. for the financial year 2021
4. Adopting a resolution on the acknowledgement of the fulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz, for the financial year ended on 31 December 2021
5. Adopting a resolution on the acknowledgement of the fulfilment of duties by the Vice President of the Management Board, Mr Maciej Lubnauer, for the financial year ended on 31 December 2021
6. Adopting a resolution on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, for the financial year ended on 31 December 2021
7. Adopting a resolution on the acknowledgement of the fulfilment of duties by the  
   Vice Chairman of the Supervisory Board, Mr Jan Szmidt, for the financial year ended on 31 December 2021.
8. Adopting a resolution on 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 2021.
9. Adopting a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for the financial year ended on 31 December 2021.
10. Adopting a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for the financial year ended on 31 December 2021.
11. Adopting a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for the financial year ended on 31 December 2021.
12. Adopting a resolution on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for the financial year ended on 31 December 2021.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

1. Adopting a resolution on the distribution of profit for the financial year ended on 31 December 2021.
2. Adopting a resolution on the amendment of the Articles of Association.
3. Adopting a resolution on the amendment of the Regulations of the General Meeting.
4. Adopting a resolution on the approval of the consolidated text of the Regulations of the General Meeting.
5. Adopting a resolution on the approval of amendments to the Regulations of the Supervisory Board and  
   approval of the consolidated text of the Regulations of the Supervisory Board.
6. Closing of the session of the Annual General Meeting .

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 4**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of approving the Directors' report on the operations of** **TOYA S.A. for the financial year ended on  
31 December 2021**

§ 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., the Annual General Meeting of TOYA S.A., upon consideration, approves the Directors' report on operations of TOYA S.A. for the financial year ended on 31 December 2021.

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 5**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of approving the standalone financial statements of TOYA S.A. for the financial year  
ended on 31 December 2021**

§ 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., the Annual General Meeting of TOYA S.A., upon consideration, approves the separate financial statements of TOYA S.A. for the financial year  
ended on 31 December 2021, including:

* statement of financial position prepared as at 31 December 2021, recognising the assets, liabilities and equity in the amount of PLN 409 914 thousand (say: four hundred nine million nine hundred fourteen thousand Zloty) assets, liabilities
* statement of financial result and other total income, recognising the total income for the period from 1 January 2021 to 31 December 2021 in the amount of PLN 63 227 thousand (say: sixty-three  
  million two hundred twenty-seven thousand Zloty)
* statement of changes in equity for the period from 1 January 2021 to 31 December 2021,
* cash flow statement for the period from 1 January 2021 to 31 December 2021,
* accounting policy and other explanatory information.

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 6**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of approving the Directors' report on operations of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021**

§ 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), the Annual General Meeting of TOYA S.A., upon consideration,  
approves the Directors' report on operations of the Capital Group of TOYA S.A. for the financial year ended  
on 31 December 2021.

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 7**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of approving the consolidated financial statements of the Capital Group of TOYA S.A. for  
the financial year ended on 31 December 2021**

§ 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), the Annual General Meeting of TOYA S.A, upon consideration, approves the consolidated financial statements of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021.

* consolidated statement of financial position prepared as at 31 December 2021, recognising  
  the assets, liabilities and equity in the amount of PLN 602 360 thousand (say: six hundred two  
  million three hundred sixty thousand)
* consolidated statement of profit or loss and other comprehensive income, recognising for the period from  
  1 January 2021 to 31 December 2021 a total income of PLN 84 707 thousand (say:  
  eighty-four million seven hundred seven thousand Zloty),
* consolidated statement of changes in equity for the period from 1 January 2021 to 31 December  
  2021,
* consolidated statement of cash flows from 1 January 2021 to 31 December 2021,
* accounting policies and other notes.

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 8**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of approving the report of the Supervisory Board for the financial year ended on 31 December**

**2021 containing the results of assessment of the Directors' report on operations of TOYA S.A. and the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021, standalone financial statements  
 of TOYA S.A. and consolidated financial statements of the capital group of TOYA S.A. for the financial year  
ended on 31 December 2021 in the scope of their compliance with the books, documents and facts, proposal of the Management Board concerning distribution of profit for the financial year ended on 31 December 2021, assessment of the position of TOYA S.A., including internal control system, risk management system,  
compliance and internal audit function, together with assessment of financial reporting and operations**

§ 1

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

* Directors' report on operations of TOYA S.A. and the Capital Group of TOYA S.A. for the financial year  
  ended on 31 December 2021
* Standalone financial statements of TOYA S.A. and consolidated financial statements  
  of the Capital Group of TOYA S.A. for the financial year ended on 31 December 2021

In the scope of their compliance with the books, documents and the facts as well as

* proposal of the Management Board concerning the distribution of profit for the financial year ended on 31 December 2021.
* position of TOYA S.A., including internal control system, risk management, compliance and internal audit function along with the assessment of financial reporting and operations.
* application by the company of the principles of corporate governance and the manner of fulfilling the information obligations concerning their application specified in the Stock Exchange Regulations and the regulations concerning current and periodic information provided by issuers of securities, together with  
  information on the actions taken by the Supervisory Board in order to make this assessment.

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 9**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of providing an opinion on the Remuneration report of the Members of the Management Board and Supervisory Board of TOYA S.A. for the financial year 2021**

§ 1

Pursuant to § 395 § 21 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 Public Companies (Journal of Laws of 2020, item 2080, as amended), the Annual General Meeting of TOYA S.A.  
provides a positive opinion on the remuneration report of the Members of the Management Board and the Supervisory Board of TOYA S.A. for the financial year 2021.

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 10**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the President of the Management Board, Mr Grzegorz Pinkosz, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 11**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Vice President of the Management Board, Mr Maciej Lubnauer, for the financial year ended on 31 December 2021**

Pursuant to the 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. acknowledges thefulfilment of duties by the Vice President of the Management Board, Mr Maciej Lubnauer, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 12**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Chairman of the Supervisory Board, Mr Piotr Mondalski, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 13**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Vice Chairman of the Supervisory Board, Mr Jan Szmidt, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Vice Chairman of the Supervisory Board, Mr Jan Szmidt, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 14**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mrs Beata Szmidt, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Member of the Supervisory Board, Mrs Beata Szmidt, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 15**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Member of the Supervisory Board, Mr Grzegorz Maciąg, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 16**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Member of the Supervisory Board, Mr Dariusz Górka, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 17**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Member of the Supervisory Board, Mr Wojciech Papierak, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 18**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of on the acknowledgement of the fulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for the financial year ended on 31 December 2021**

§ 1

Pursuant to the 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. acknowledges thefulfilment of duties by the Member of the Supervisory Board, Mr Michał Kobus, for financial year ended on 31 December 2021

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 19**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of distribution of profit for the financial year ending 31 December 2021**

§ 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 point 1 letter b of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. decides to distribute the net profit of PLN 63 242 823.69 (say: sixty-three million two hundred forty-two thousand eight hundred twenty- three 69/100 Zloty) in the following manner:

1. allocate the amount of PLN 24 763 934.58 (say: twenty-four million seven hundred sixty-three thousand  
   nine hundred thirty-four 58/100 Zloty) for the payment of dividends to the Company's Shareholders, which is PLN 0.33 (thirty-three Polish grosz) per share.
2. allocate the remaining amount of PLN 38 478 889.11 (say: thirty-eight million four hundred seventy  
   eight thousand eight hundred eighty-nine 11/100 Zloty) to the supplementary capital.

§ 2

The dividend date is set at 27 September 2022.

§ 3

The dividend shall be payable by 10 October 2022.

§ 4

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 20**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of amending the Articles of Association**

§ 1

Pursuant to the Art. 430 § 1 of the act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2020 1526, as amended) and § 25 section 3 letter a of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. introduces the following amendments to the Articles of Association of TOYA S.A.:

1. the last sentence in § 19 section 1 shall be deleted;
2. § 19 section 4 shall be replaced by the following:

*“4. The meetings of the Supervisory Board are held at the registered office of the Company either in Wrocław or in Warsaw or in Kryniczno or in Tricity or with the application of means of direct distance communication (remote meeting). It is permissible to adopt resolutions outside Supervisory Board meetings in writing or with application of means of direct distance communication."*

1. in § 19, section 5 is added, which reads as follows:

*"5. The meeting of the Supervisory Board can also be attended by means of direct distance communication."*

1. the existing wording of § 20 shall be repealed and replaced with the following new wording

*"1. The Supervisory Board shall meet at least once in each quarter of the financial year.*

1. *The Chairman or Vice Chairman of the Supervisory Board is obliged to hold a meeting of  
   the Supervisory Board also at the written request of the Management Board of the Company or a member of the Supervisory Board. Request to hold a meeting of Supervisory Board should include a proposed agenda. The meeting should take place within two weeks from submittal of the request. If the Chairman or, in its absence, the Vice Chairman of the Supervisory Board fails to hold the requested meeting of the Supervisory Board within the required time, the Management Board of the Company or the member of the Supervisory Board who requested to hold the meeting can hold it.*
2. *The meetings of the Supervisory Board are held in writing to addresses given by the members of the Supervisory Board or delivered personally against confirmation of receipt or by phone to numbers given by the members of Supervisory Board or by e-mail addresses given by  
    the members of Supervisory Board. Invitations should be delivered to the members of the Supervisory Board at least 7 days before the planned date of the Supervisory Board meeting.*
3. *Invitations specified in section 4 should include the date of the meeting, time of the beginning  
   of the meeting, place of the meeting excluding the remote meeting, detailed agenda and  
   information on the manner of using means of direct distant communication  
   during the meeting. If possible, the invitations should be accompanied by draft resolutions which  
   are expected to be adopted at the meeting held."*



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

§ 2

Pursuant to Art. 430 § 5 of the Code of Commercial Companies and Partnerships, the General Meeting authorises the Supervisory Board to determine the consolidated text of the amended Articles of Association.

§ 3

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 21**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

in the matter of amending the Regulations of the General Meeting  
§ 1

Pursuant to Art. 27 section 2 of the Articles of Association of TOYA S.A., the Annual General Meeting of:

TOYA S.A. introduces the following amendment to the Regulations of the General Meeting of TOYA S.A:

point h shall be added to § 1 section 4 point 2 with the following wording:

"*h) the shareholder's right to ask questions concerning matters in the agenda of the general meeting,*".

§ 2

The resolution shall come into force upon its adoption.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Resolution no. 22**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of adopting the consolidated text of the Regulations of the General Meeting  
§ 1**

Pursuant to Art. 27 section 2 of the Articles of Association of TOYA S.A., the Annual General Meeting of

TOYA S.A. adopts the consolidated text of the Regulations of the General Meeting of TOYA S.A. with its registered office in Wrocław in a wording specified in the appendix to this resolution

§ 2

The resolution shall come into force upon its adoption.

Appendix: Consolidated text of the Regulations of the General Meeting.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

Appendix to Resolution No. 22 of the Annual General Meeting of \_\_\_ \_\_\_ 2022.

**REGULATIONS**

**of the General Meeting of TOYA S.A.**

**Consolidated text**

**Holding the General Meeting**

§ 1

1. The meetings of the General Meeting of TOYA S.A. (Company) take place pursuant to provisions of the Code of Commercial Companies and Partnerships, Articles of Association and the provisions of these Regulations, taking into account other generally applicable legal regulations
2. Subject to the cases specified in the Code of Commercial Companies and Partnerships, the General Meeting,  
   if properly held, is valid and capable of adopting resolutions regardless of the number of shares represented at this Meeting.
3. The General Meeting is held by a notice on the Company's website and in manner specified for providing current information under generally applicable provisions. The announcement should be made at least twenty six days before the date of the General Meeting
4. The notice of the General Meeting shall include at least:
5. date, time and place of the General Meeting and a detailed agenda,
6. precise description of the procedures for attending the General Meeting and exercising voting rights,  
   in particular information on:
7. the right of a shareholder to request the inclusion of specific items on the agenda,
8. the right of a shareholder to submit drafts of resolutions concerning issues introduced to the agenda of General Meeting or issues to be introduced to the agenda before the date of the General Meeting,
9. the right of a shareholder to submit draft resolutions on matters introduced to the agenda  
   during the General Meeting,
10. the manner of exercising voting rights by the attorney in fact, including in particular the forms used when voting by the attorney in fact and the manner of notifying the company when using electronic means of communication of the appointment of the attorney in fact,
11. the possibility and manner of participating in the General Meeting when using electronic means of communication
12. the manner of speaking at the General Meeting when using electronic means of communication.



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1. The manner of exercising voting rights by correspondence or when using the electronic means of communication,
2. the right of a shareholder to ask questions regarding issues on the agenda of the general meeting
3. record date for the General Meeting,
4. information that only persons who are shareholders of the Company on the record date have right to participate in the General Meeting,
5. specification where and how a person entitled to attend the General Meeting can obtain  
   the full text of the documentation to be presented to the General Meeting and draft resolutions,
6. specification of the website address where information concerning the General Meeting will be made available
7. If the company does not provide for participation in the General Meeting in the manner specified in section 4 letter e) or for speaking or voting in the manner specified in paragraph 4 letter f ) and g),  
   the statement should indicate in these points that there are no such opportunities

**General Meeting record date**

§ 2

1. Only persons who are shareholders of the Company as at sixteen days before the date of the General Meeting (record date) shall have the right to participate in the General Meeting or their attorneys in fact specifed in this paragraph, hereinafter referred to as the Participants of the General Meeting (the Participant or the Participants).
2. Right to participate in the General Meeting is vested in shareholders who, not earlier than after the notice of holding the General Meeting and not later than on the first working day following the day of record date, submitted to the entity keeping the securities account the request to issue personal certificate of the right to participate in the General Meeting. The Company determines the list of shareholders entitled to participate in the General Meeting on the basis of a list prepared by the entity keeping the securities depository under the provisions on trading in financial instruments and submitted to the Company not later than one week before the date of the General Meeting.
3. The Shareholders specified in section 1 can participate in the General Meeting and exercise their right to vote in person or by attorneys in fact. The power of attorney should be made in writing or in the form of e-mail.

§ 3

1. Each shareholder included in the list of shareholders entitled to participate in the General Meeting of Shareholders upon arrival at the General Meeting notifies its presence (at the shareholder registration desk) to the shareholder service team and is entered in. When preparing the attendance list of  
   the participants of the General Meeting, the following actions are performed:



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1. verifying the identity of the shareholder or his attorney in fact (if the shareholder is  
   represented by an attorney in fact, this should be specified in the attendance list)
2. stating the number of shares held by the Participant,
3. determining the number of votes to which the Participant is entitled,
4. obtaining the Participant's signature on the attendance list,
5. issuing a ballot paper, voting instructions and other materials for the deliberation to the Participant.
6. The attendance list is signed by the Chairman of the General Meeting (Chairman) immediately after its selection. It is up to the Chairman to resolve complaints about this list.
7. The attendance list is made available to the Participants of the General Meeting throughout the meeting and is kept up to date .
8. At the request of the shareholders holding a tenth of the share capital represented at the General  
   Meeting, the attendance list shall be checked by a committee elected for this purpose, composed of at least  
   three persons, including one elected by the applicants. Decision of the committee unfavourable to the person whose case was considered can be appealed by that person to the General Meeting which shall make a decision regarding the case by voting.
9. If the Participant leaves the room during the General Meeting, the Chairman corrects  
   the attendance list, noting the moment the participant left the room, and recalculates the number of votes and  
   the percentage of the share capital represented. After counting, the Chairman determines whether the General  
   Meeting has the required quorum and majority of votes necessary to adopt resolutions, especially  
   if resolutions requiring a qualified majority of votes are to be voted.
10. The late participant who is entitled to take part in the General Meeting shall be admitted to  
    take part in the proceedings. The chairman then orders a correction of the attendance list, indicating the time of arrival of the late Participant, the agenda item from which this person takes part in the General Meeting and  
    recalculates the number of votes and the quorum represented from the time of arrival of the late person. Participation in the General Meeting of persons other than shareholders

§ 4

1. The members of the Management Board and the Supervisory Board shall attend the General Meeting in the composition enabling them to provide substantive answers to the questions asked during the General Meeting.  
   If the participation of any member of these bodies is impossible for important reasons, the reasons for the absence shall be presented to the participants.
2. The members of the Company's Management Board and Supervisory Board participating in the General Meeting should, within limits of their powers and to the extent necessary to resolve the issues on the agenda, provide the Participants with explanations and information relating to the Company, subject to restrictions applicable regulations. In cases requiring detailed, specialist knowledge in a given  
   field, a Member of the Management Board or Supervisory Board can designate a person from among the Company's employees to provide such information or explanations.



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1. The statutory auditor auditing the Company's financial statements shall be invited to the session of the General  
   Meeting, in particular when the agenda includes an item concerning the Company's financial affairs.
2. The session of the General Meeting can be transmitted via the Internet. The information on public transmission of the proceedings will be placed on the Company's website immediately prior to the General Meeting.

**Course of the General Meeting**

§ 5

1. The General Meeting is opened by the Chairman of the Supervisory Board, or in case of its absence, by the Vice Chairman of the Supervisory Board or by a person specified respectively by the Chairman of the Supervisory Board or the Vice Chairman of the Supervisory Board and orders and conducts the election of the Chairman from among those entitled to vote.
2. Until these elections are held, the person opening the General Meeting has the powers vested in the Chairman.
3. Each participant of the General Meeting has the right to stand as candidate for Chairman as well as to propose one candidate for this position.
4. The proposed candidate is entered on the list of candidates after declaring that it accepts the candidature
5. The Chairman of the General Meeting shall be elected in a secret ballot. The person opening the General Meeting ensures the proper course of the voting and announces its results.

§ 6

1. The Chairman shall ensure that the sessions run smoothly and that the rights and interests of all shareholders are respected. In particular, the Chairman should prevent the abuse of powers by the Participants and  
   ensure that the rights of minority shareholders are respected.
2. The Chairman should not, without valid reasons, resign from its function, nor delay the signing of the minutes of the General Meeting without justifiable reasons.
3. Duties and powers of the Chairman of the General Meeting, in addition to others specified in these Regulations, include in particular
4. stating that the General Meeting was duly held and is capable of adopting resolutions,
5. presenting the announced agenda of the General Meeting,
6. giving the floor to, and taking the floor away from, the Participant who makes clearly irrelevant statements or whose speech violates the rules of decent behaviour,
7. managing and observing to the proper conduct of voting and announcing its results,



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1. removing from the meeting room the persons who have no right to take part in the General Meeting or who disturb the proceedings,
2. managing adjournments, subject to the provisions of § 8 section 5,
3. deciding on questions of principle, if necessary after consulting the persons  
   specified in paragraph 5
4. closing of the General Meeting once the agenda has been exhausted.
5. The Chairman has the right to appoint the Secretariat of the General Meeting (Secretariat) to cooperate with the Chairman during the General Meeting, in the number of 1-3 persons
6. The Chairman of the General Meeting has the right to consult a notary public, lawyers and other  
   independent consultants engaged by the Company's Board of Directors to handle the General Meeting.  
   The Chairman shall inform the attendees of their presence at the General Meeting.

§ 7

1. Secretariat appointed under § 6 section 4:
2. cooperates with the Chairman and a representative of the company providing electronic services  
   for the General Meeting to ensure that voting proceeds properly, taking into account  
   the current attendance list of the General Meeting participants
3. provides the documents establishing the results of voting to the President,
4. adopts written proposals and draft resolutions submitted by the Participants,
5. performs other auxiliary activities related to the session, including carrying out  
   voting
6. The General Meeting can adopt a resolution to elect committees to assist the Chairman in its  
   duties, in particular the Returning Committee or the Resolution and Application Committee.

§ 8

1. Each participant at the General Meeting shall be entitled to submit an application on formal matter
2. Applications on formal matters are the applications on the manner of proceeding and voting, and in particular on:
3. adjourning or closing the discussion,
4. adjournment in the session,
5. order of voting on applications put submitted under a particular agenda item,
6. closing of the list of candidates at the elections.
7. Subject to section 5, applications on formal issues shall be resolved by the Chairman and  
   in the event of an objection to its decision by the Participant – by way of voting.



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1. The Chairman can order a short adjournment in the session, in particular to
2. enable to draw conclusions,
3. reconcile the stances of the Participants,
4. consult the persons specified to in § 6 section 5,
5. enable the Management Board and Supervisory Board to take a stance,
6. in other cases requiring it, in particular when the General Meeting lasts longer than  
   2 hours.

The breaks ordered must not be intended to hinder the Participants from exercising their rights.

1. If the adjournment were to cause the General Meeting to be adjourned until at least  
   the following day, it is necessary for the General Meeting to adopt an appropriate resolution by a two-thirds majority vote. Such breaks cannot last longer than 30 days in total.

§ 9

1. Subject to the provisions of § 8, each Participant should speak only on matters included in  
   the adopted agenda, currently being considered, in particular by asking questions to the representatives of the Company. Applications concerning draft resolutions or amendments thereto shall be submitted, together with a substantiation, in writing to the Secretariat or, in case of lack of it, to the Chairman. When taking the floor or submitting an application, the Participant should give its name and surname, and if it does not act on its own behalf, also the details of the shareholder it represents.
2. The Chairman gives the floor in the order in which applications are received and for a reply – after the list  
   of those speaking on a given issue included in the agenda is exhausted. The Chairman may give the floor to members of the Supervisory Board and the Management Board out of order.
3. The Chairman can limit the speaking time of the participants of the General Meeting if the intention  
   to participate in the discussion is expressed by such a number of participants that the failure to introduce the speaking time of individual participants could, taking into account the agenda, prevent the smooth course of  
   General Meeting. Limitation of the speaking time cannot lead to the limitations of the shareholders’ rights. The participant can also speak by submitting in writing - a statement, a question or an application. When the list of speakers has been exhausted, the Chairman shall inform the General Meeting on the content of such statements and arrange for explanations to be given and, if necessary, shall put the submitted applications to a vote. In case of doubt as to the wording of an application voted on, the Participant can, prior to voting  
   request the Chairman to read it out.
4. The participant of the General Meeting who, after the General Meeting has adopted a resolution against which  
   it has voted, requested to record the objection in the minutes, has the opportunity to present a concise substantiation of this objection.
5. The questions asked in connection with the General Meeting, together with the answers given shall be published by the Company on its website, immediately after the General Meeting.

§ 10



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

1. Resolutions cannot be adopted on issues that are not on the agenda unless the entire share capital  
   is represented at the General Meeting and no one present objects to the adoption of  
   resolution.
2. The General Meeting can at any time adopt a resolution to hold the Extraordinary General  
   Meeting, resolutions relating to the announced agenda and resolutions of an orderly nature,  
   including
3. a resolution to change the order in which the items on the agenda are discussed,
4. a resolution to remove items from the agenda,
5. a resolution on how to vote,
6. resolution to adjourn the sitting.
7. An application for the adoption of a resolution to remove an item from the agenda should be substantiated. The issue cannot be removed from the agenda, the consideration of which is obligatory under applicable regulations.

**Adoption of resolutions**

§ 11

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

§ 12

1. Subject to section 2, voting shall be public.
2. The Chairman shall order a secret ballot in the case of elections and applications to dismiss the members of the bodies, to hold them liable as well as in personal matters. A secret ballot  
   is also ordered by the Chairman on other matters at the request of at least one of the Participants, with the exception of voting on motions on formal matters.
3. Voting and counting of votes shall be carried out by means of a vote counting company using computer technology or in another manner specified in the voting instructions submitted by the President.

**Election of Supervisory Board members**

§ 13

1. The Supervisory Board consists of five to seven members appointed for a joint term of office in the manner  
   specified in the Company's 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 the Supervisory Board members by the General Meeting.



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1. Along with the consent to be appointed to the Supervisory Board and the professional biography specified in section 4, the candidate for an independent member of the Supervisory Board shall submit a written statement on its fulfilment of the criteria for independence specified in the Articles of Association.
2. Each participant of the General Meeting has the right to propose candidates for a member of the Supervisory Board. It shall be performed along with a substantiation and a short professional biography of the candidate, including in particular education and current professional experience.
3. The proposed candidate is entered on the list of candidates after submitting a declaration that the candidacy is accepted by and that it fulfils the criteria adopted by the Company for recognition as an independent member of the Supervisory Board and any other declarations required by generally applicable regulations
4. Inclusion of a candidate absent during the General Meeting in the list of candidates shall take place upon presentation of by the applicant of:
5. a written agreement of the candidate to stand as a candidate with declaration of fulfilment of the requirements of independence, or
6. a written declaration related to the proposed candidate regarding its acceptance to stand as a candidate with declaration of fulfilment of the requirements of independence, or
7. other declarations by the candidate as required by law, made in due form.
8. The list of candidates to the Supervisory Board, at the request of the Chairman or any other Participant, can be closed by the Chairman if the number of candidates elected is at least equal to the number of  
   positions to be filled in the Supervisory Board.
9. The list of proposed candidates for members of the Supervisory Board is drawn up in alphabetical order by the Secretariat of the General Meeting.
10. Voting for members of the Supervisory Board takes place separately for each candidate, in  
    secret ballot, by absolute majority. Vote cast for a greater number of candidates than the number of  
    positions is an invalid. The Supervisory Board shall be composed of candidates who, by obtaining an absolute majority of votes, received the largest number votes and in the case of an equal number of votes for the last  
    position, voting for those candidates shall be conducted again, applying the aforementioned principles accordingly.  
      
    10. The provisions of this paragraph shall apply also if the agenda of the General Meeting includes changes in the composition of the Supervisory Board.

§ 14

1. A special voting procedure is ordered by the Chairman of the General Meeting for the election of groups to the Supervisory Board.
2. At the request of shareholders representing at least one-fifth of the share capital, the election of  
   Supervisory Board should be carried out by voting in separate groups, even if the Articles of Association provide for a different method of appointment of the Supervisory Board. During voting in groups, one share is entitled to one vote.



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1. At the General Meeting, the shareholder groups are formed to elect members of the Supervisory Board, whereas as many groups can be formed as there are positions to be filled in the Supervisory Board. The shareholder can belong to only one election group.
2. 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 mandates in the Supervisory Board that remain to be filled. A group of shareholders has the right to elect as many members of the Supervisory Board as many times the number of shares represented by it exceeds the calculated minimum. The groups of shareholders can merge in order to make optimal use of shares they hold jointly to elect members of the Supervisory Board.
3. The Chairman shall order to prepare a separate attendance list for each of the groups formed.
4. In each group elections are held for the chairman of the meeting of a given group who ensures the organisation of elections in the group, including putting forward candidates, taking votes and preparing the minutes of the group by a notary
5. Each of the groups formed is provided with a separate room for holding elections, unless it is impossible for organisational reasons. In this case the groups use one room interchangeably.
6. Each of the groups formed shall hold elections in the presence of a notary public, who shall draw up the minutes, with the application of the order determined by the Chairman of the General Meeting.
7. After the group elections have been held, the chairman of the group meeting shall deliver to the Chairman of the General Meeting the written results of the secret ballots held in the group
8. The Chairman of the General Meeting announces the composition of the Supervisory Board after collecting all the results of group votes.

**Minutes of the General Meeting**

§ 15

1. The resolutions of the General Meeting are minuted by a notary public under pain of nullity. The minutes are signed by the notary and the Chairman of the General Meeting.
2. Minutes shall state the correctness of holding the General Meeting and its capacity to adopt resolutions and shall list the resolutions adopted and for each resolution: the number of shares from which valid votes were cast, the percentage share of those shares in the share capital, the total number of valid votes, the number of votes "in favour", "against" and "abstain" and objections raised. Minutes shall be accompanied by a list of attendance with the signatures of the Participants.
3. The Management Board shall enter a copy of the minutes into the minute book. It also attaches evidence of holding the General Meeting.
4. The Company shall disclose on its website the results of voting within the scope specified in section 2 within  
   week of the end of the General Meeting. Voting results will be available until the time limit to  
   challenge the General Meeting's resolution.
5. The session of the General Meeting can be recorded; the record of the session in such a case will be placed on the Company's website immediately after the General Meeting.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

**Final provisions**

§ 16

1. The organisational and technical conditions of the General Meeting shall be provided by the Management Board. To extent covered by these regulations, the Company shall comply with the adopted principles of corporate governance.
2. These Regulations shall come into force as of the date on which the Company acquires the status of a public company under Code of Commercial Companies and Partnerships.



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**Resolution no. 23**

**of the Annual General Meeting**

**of TOYA spółka akcyjna with its registered office in Wrocław**

**of \_\_\_ \_\_\_ 2022**

**in the matter of approval of amendments to the Regulations of the Supervisory Board and approval of the consolidated text of the Regulations of the Supervisory Board**

§ 1

Pursuant to § 26 section 1 letter n of the Articles of Association of TOYA S.A. and in conjunction with § 21 of the Regulations of the Supervisory Board of TOYA S.A., General Meeting of TOYA S.A. approves the following amendments to the Regulations of the Supervisory Board adopted by the Supervisory Board in its resolution no. \_\_\_ of\_\_\_ 2022

1. § 2 section 1 shall be replaced with:

"1. A person who has been convicted with a final sentence for the offence specified in Art. 587-5872, Art. 590 and 591 of the Act and Art. 228-231 and Chapters XXXIII-XXXVII of the Act of 6 June 1997 – Criminal Code. The prohibition shall cease upon the expiration of the fifth year from the day when the judgment became final, unless the expungement occurred earlier.".

1. in § 3:
2. section 1 shall be replaced with:

"1. During the period when the 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 meet the independence criteria specified in the Act of 11 May 2017 on auditors, audit companies and public oversight, and have no real and significant ties with the shareholder holding at least 5% of the total number of votes in the Company."

1. the content of current section 2 shall be deleted and replaced with the content of current section 3,
2. the content of current section 3 shall be deleted and replaced with the content of current section 4,
3. section 4 shall be deleted;
4. the following sentence shall be added to § 8 section 3:

"The position of the Chairman of the Supervisory Board and the Chairman of the Audit Committee cannot be combined."

1. § 9 section 1 shall be replaced with:

"Meetings of the Supervisory Board shall be held as required, however it is mandatory to hold at least  
 1 meeting per quarter."

1. § 9 section 2 shall be replaced by the following:



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

"The meetings of the Supervisory Board shall be held in the registered office of the Company either in Wrocław or in Warsaw or in Kryniczno or in the Tri-city or with application of means of direct distance communication (remote meeting). Place of the meeting should be selected in such a manner so as to ensure  
participation of the largest possible number of the Supervisory Board members. It is also possible to participate in a meeting of the Supervisory Board using means of direct distance communication. The detailed rules of participation in a remote meeting with the application of the means of electronic communication shall be defined by the Supervisory Board in relevant regulations."

1. in § 10, sections 3 to 7 shall be deleted;
2. § 12 section 3 shall be replaced with:

"3. The minutes of the meeting of the Supervisory Board shall be signed by the person chairing the meeting in question."

1. § 17 section 1 shall be replaced with:

"1. It is permissible to adopt resolutions outside the meetings of the Supervisory Board in writing or with application of means of direct distant communication."

1. the current content of § 18 shall be repealed and replaced with:

"Resolutions adopted outside the meetings of the Supervisory Board in writing or with the application of the means direct distant communication shall be minuted and signed under § 12 section 3. Each  
member of the Supervisory Board shall have the right specified in § 12 section 4.".

§ 2

Pursuant to § 26 section 1 letter n of the Articles of Association of TOYA S.A. in conjunction with § 21 of the Regulations of the Supervisory Board of TOYA S.A., the General Meeting of TOYA S.A. approves the Regulations of the Supervisory Board in wording forming an annex to this resolution.

§ 3

The resolution shall come into force upon its adoption.

Appendix: Consolidated text of the Regulations of the Supervisory Board.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

Appendix to Resolution no. 23 of the Annual General Meeting of \_\_\_ \_\_\_ 2022

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

adopted by the Supervisory Board pursuant to § 21 section 3 of the Articles of Association on 31 May 2022

CHAPTER I – General provisions.

§ 1

1. The Supervisory Board operates under generally applicable provisions of laws, the Articles of Association and these Regulations.
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 Supervisory Board.

§ 2

1. A person who has been convicted with a final sentence for the offence specified in Art. 587-5872, Art. 590 and 591 of the Act and Art. 228-231 and Chapters XXXIII-XXXVII of the Act of 6 June 1997 – Criminal Code. The prohibition shall cease upon the expiration of the fifth year from the day when the judgment became final, unless the expungement occurred earlier."
2. A member of the Management Board, proxy, liquidator, manager of the branch or plant, the Company's chief accountant, legal adviser or attorney, or any other person who reports directly to a member of the Management Board or liquidator, cannot at the same time be a member of the Supervisory Board.
3. Each candidate for a member of the Supervisory Board shall submit a declaration in which it expresses its consent to be appointed to the Supervisory Board and confirms that it fulfils the formal prerequisites referred to in sections 1 and 2 above and, respectively, if it concerns it, the prerequisites of independence specified in the Articles of Association and § 3 of the Regulations as well as informs about holding the position in management or supervisory bodies of other capital companies as well as participating in partnerships or civil partnerships, and, additionally, it shall provide information about any facts that prove that it is engaged in activities competitive to the Company. The content of this statement is 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, via  
   the Chairman of the General Meeting. The statement is then submitted to the Company.

§ 3

1. While the Company's shares are admitted to trading on a regulated market within the territory of the Republic of Poland, at least two members of the Supervisory Board should meet the independence criteria specified in  
   the Act of 11 May 2017 on auditors, audit companies and public oversight, and have no real and significant ties with the shareholder holding at least 5% of the total number of votes in the Company."



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.

1. Relationship with a shareholder is understood as an actual and significant relationship with a shareholder who has the right to exercise 5% or more of the total number of votes at the General Meeting.
2. The member of the Supervisory Board shall provide the Management Board with information on its relationship of an economic, family or other nature with a shareholder holding shares representing not less than 5% of the total number of votes at the General Meeting, if such a relationship can affect the stance of the member of the Supervisory Board with regard to a matter adjudicated by it.

CHAPTER II – Obligations of the members of the Supervisory Board

§ 4

1. The members of the Supervisory Board shall perform their obligations in person.
2. The members of the Supervisory Board, in exercising their positions, shall comply with generally applicable provisions of law, provisions of the Articles of Association, provisions of these Regulations and other documents applicable in the Company and concerning the Supervisory Board, taking into account the interest of the Company and guided by ethics and professionalism.
3. The members of the Supervisory Board shall comply with the principles of corporate governance adopted by the Company.

§ 5

1. The members of the Supervisory Board are obliged to inform the Company immediately of any change in the factual circumstances with regard to the content of the declaration specified in § 2 section 3 of the Regulations.
2. The members of the Supervisory Board are obliged to inform the Company in a timely manner of all facts, the disclosure of which is required by generally applicable provisions of law.

§ 6

The members of the Supervisory Board may provide information about the Company to the media only in accordance with rules of law or the Company's rules on public disclosure.

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.
2. The Supervisory Board can delegate its members to independently perform specific  
   supervisory activities who shall then receive separate remuneration determined by the Supervisory Board. The member of Supervisory Board delegated to independently perform supervisory activities shall submit to the Supervisory Board a written report regarding the activities performed, together with conclusions, proposals and substantiations at each request of the Chairman of the Supervisory Board.



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1. The member of the Supervisory Board delegated to perform supervisory duties independently cannot, without the consent of the Company, engage in any competitive business or participate in a competitive company as a partner in civil law partnerships, partnerships or as a member of body of capital compay or participate in another  
   competitive legal person as a member of its body. This prohibition also includes participation in  
   company, if the a member of the Supervisory Board holds at least 10% of shares in it  
   or has the right to appoint at least one member of the management board.

§ 8

1. The powers of the Supervisory Board are defined in detail under generally applicable provisions of law, the C Articles of Association and resolutions of the General Meeting.
2. In particular, the Supervisory Board is authorised to carry out all control activities that  
   enable it to perform its duties. To this end, the Supervisory Board can:
3. examine all documents of the Company,
4. request reports and explanations from the Management Board and staff,
5. review the state of the Company's assets.
6. The Supervisory Board adopts the Regulations of the Audit Committee and appoints the members of the Audit Committee for the period of its term of office from among its members, taking into account the requirement that at least one member of the Audit Committee has knowledge and skills in accounting or auditing as well the majority of the members of the Audit Committee, including its Chairman, fulfil the criterion of independence  
   specified in Art.129 section 3 of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight (Journal of Laws of 2017, item 1089). The position of Chairman of the Chairman of the Supervisory Board cannot be combined with the Chairman of the Audit Committee.
7. Resolutions of the Supervisory Board specified in section 6 below do not require the actions of the Management Board taken within the framework of the budget or business plan approved by the Supervisory Board.
8. The powers of the Supervisory Board also include suspending, for important reasons, individual or all members of the Management Board of the Company and seconding members of the Supervisory Board, for the period not exceeding 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
9. According to the Articles of Association, resolutions of the Supervisory Board require matters reserved to the authority of the Supervisory Board under provisions of law and furthermore:
10. appointment of the statutory auditor to audit the Company's financial statements, following recommendation by the Audit Committee to
11. approval of the Regulations of the Management Board,
12. payment by the Management Board to the shareholders of an advance payment towards the expected dividend,
13. Approval of annual or multi-annual budgets, business plans and strategic plans  
    of the Company,



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1. giving an opinion on the candidacy for the Company's proxy,
2. acquisition, disposal and encumbrance of real estate and the establishment of rights in rem, if the value of such action exceeds PLN 1 000 000.
3. contracting credits, loans, granting sureties, guaranties, issuing bills of exchange or  
   avals that go beyond the ordinary activities of the Company or are not related to the main business of the Company, if the value of such an action exceeds PLN 500 000.
4. taking hold of or acquiring shares in other companies or acquiring convertible bonds and  
   bonds with priority rights to take up shares in other companies, if such an action results in  
   recognising in the Company's books the total book value of the shares or stocks taken hold of or acquired or bonds with the value exceeding PLN 500 000.
5. granting consent to purchase, sell, lease and dispose of any components of  
   property or other assets of the Company as part of transactions outside the normal business  
   of the Company or not related to the main business of the Company, the value of which exceeds PLN 1 000 000.
6. establishment by the Company of encumbrances on its assets other than real property, if  
   such activities are not directly related to or do not result from the normal or main business of the Company, and the value of such encumbrances exceeds PLN 1 000,
7. granting consent for the Company to conclude an agreement, another transaction or several related agreements or other transactions outside the ordinary course of business of the Company or unrelated to the normal business of the Company, in a scope other than specified in points f)-j), the total value of which exceeds PLN 2 000 000.
8. The mandate of a member of the audit committee expires in the event of:
9. Expiration of its mandate as a member of the Supervisory Board elected to the Audit Committee before expiration of the term of office of the entire Supervisory Board,
10. resignation from the Audit Committee;
11. dismissal from the Committee by a resolution of the Supervisory Board.

CHAPTER IV – Organisation of work of the Supervisory Board

§9

1. The meetings of the Supervisory Board are held as required but it is mandatory to hold at least  
   1 meeting per quarter.
2. The meetings of the Supervisory Board shall be held at the registered office of the Company either in Wrocław or in Warsaw or in Kryniczno or in Tricity or with the application of direct distance communication (remote meeting). The place of the meeting should be selected in such a manner so as to ensure  
   the participation of the largest possible number of the Supervisory Board members. In the meeting of the Supervisory Board



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it is possible to participate by means of direct distance communication. Detailed rules of participation in a remote meeting by means of electronic communication shall be defined by the Supervisory Board in the relevant regulations.

1. The Chairman of the Supervisory Board, or in his absence the Vice Chairman of the Supervisory Board,  
   holds and chairs the meetings of the Supervisory Board. The Chairman of the Supervisory Board of the previous term of office holds and open the first meeting of the newly elected Supervisory Board within 30 days from the date of appointment of the new Supervisory Board for the next term of office and shall chair it until a new Chairman is elected.

§ 10

1. During the first meeting of the Supervisory Board of a new term of office its formation, division of positions and election of the Vice Chairman of the Supervisory Board take place.

2. Subsequent meetings of the Supervisory Board shall be held by the Chairman of the Supervisory Board on its initiative or at the written request of any member of the Supervisory Board or any member of the Management Board of the Company.

§ 11

The meetings of the Supervisory Board should be held at places, dates and times that will not  
obviously hinder participation, unless this is justified by special circumstances. The commencement time of a meeting of the Supervisory Board should be determined in such a way so as to realise the planned agenda during the meeting, without the need to prolong the meeting into the evening or night hours.

§ 12

1. The minutes of meetings of the Supervisory Board shall be taken. A person specified by the Administrative Department of the Company. The Supervisory Board can decide that the minutes shall be prepared by a member of the Supervisory Board or another person specified.

2. The minutes should include the agenda, list of members of the Supervisory Board participating in  
meeting and the manner of conducting and the result of voting on individual resolutions. Minutes  
should be entered in a minute book.

1. The minutes of the Supervisory Board meeting shall be signed by the person presiding over the meeting.
2. Each member of the Supervisory Board has the right to read the minutes and to record therein  
   any objections to the content or dissenting opinions on the resolutions adopted.
3. The minutes are numbered with the next digit and the designation of the calendar year.Resolutions are numbered with the next digit, with the designation "RN" and the calendarIn each calendar year, the numbering of minutes and resolutions starts from the beginning
4. The resolutions of the Supervisory Board are printed separately as appendices to the minutes. Resolutions printed are signed by all members of the Supervisory Board present at the meeting. The member of the Supervisory Board,



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who voted against the resolution has the right to provide next to its signature that it voted "against" and  
a dissenting opinion.

§ 13

1. The sessions of the Supervisory Board shall be chaired by the Chairman of the Supervisory Board or, in the case of its absence, by the Vice Chairman of the Supervisory Board. In the case of absence of both of these persons, the Supervisory Board, by voting, appoints the chairman of the meeting from among the present members of the Supervisory Board.
2. The sessions of the Supervisory Board start with drawing up and signing the attendance list, then  
   person chairing the meeting verifies the correctness of holding the meeting and determines whether the meeting is capable of adopting binding resolutions, the agenda is adopted under the proposal included in  
   the invitation to the meeting of the Supervisory Board and the sessions proceed in accordance with this agenda. The change in the order of matters 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 adding new items to the agenda – in relation  
   the content of the invitations to the meeting of the Supervisory Board – shall take place only in the presence of all members of the Supervisory Board by acclamation.
3. The person chairing the session shall supervise the course of the session, observing the applicable  
   legal regulations, the provisions of the Articles of Association and these Regulations as well as the adopted agenda.
4. The person chairing the session shall have the right to order breaks in order to consult experts on matters requiring detailed knowledge, to hold consultations or to hear employees or members of the Management Board. Breaks cannot aim at unduly prolonging the session of the Supervisory Board.

§ 14

1. In order for resolutions of the Supervisory Board to be valid, all members of the Supervisory Board must be invited to the meeting and at least half of the members must be present. The aforementioned provision shall apply accordingly in the case of voting procedure referred to in § 17 of the Regulations.
2. The Supervisory Board adopts resolutions by an absolute majority of votes and in the event of an equality of votes the Chairman of the Board has the casting vote.

§ 15

1. Voting shall be open. A secret ballot shall be ordered in personal matters or at the request of at least  
   one member of the Supervisory Board.
2. If the interests of the Company are in conflict with the interests of the member of the Supervisory Board, its spouse, relatives and relations by affinity up to the second degree and persons with whom it is personally related, the member of Supervisory Board should abstain from participating in resolving such matters and can request to enter this in the minutes of the Supervisory Board.

§ 16

1. The members of the Supervisory Board can participate in the adoption of resolutions of the Supervisory Board by casting their votes in writing through another member of the Supervisory Board. This manner of voting is acceptable



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only on matters on the agenda of the meeting of the Supervisory Board with which all members of the Supervisory Board have been acquainted. Voting in this mode is excluded when adopting resolutions on  
election of the Vice Chairman of the Supervisory Board and appointment, dismissal and suspension of the Members of the Management Board.

1. The member of the Supervisory Board casting a vote in writing is not considered to be participating in the meeting and cannot be counted as part of the quorum present at the meeting of the Supervisory Board. A vote cast in writing should concern a specified matter and must clearly state what the member vote for or against. Casting of a vote in writing shall be recorded in the minutes of the meeting of the Supervisory Board and the vote cast in writing itself shall be attached to the minutes.

§ 17

1. It is permissible to adopt resolutions outside the meetings of the Supervisory Board in writing or by using  
    means of direct remote communication.
2. When resolutions are adopted outside the meetings of the Supervisory Board by way of a written procedure,  
   the Chairman of the Supervisory Board sends to each member of the Supervisory Board a document containing  
   the proposed content of the resolution. Under the content there is a table containing personal data of the member of Supervisory Board, a space to insert the vote "IN FAVOUR" "AGAINST" "ABSTAIN" and a space for the date of casting. Each member of the Supervisory Board casts its vote and inserts the date on which it was cast, and then sends the document back the Chairman of the Supervisory Board. Upon receipt of the documents, the Chairman takes minutes of the adoption of the resolution, stating how the votes were cast, whether the resolution was adopted and on what date, whereas the date of adoption is the latest date on which the vote was cast and attaches the returned documents to the minutes on which the votes were cast.
3. Adoption of resolutions outside the meetings of the Supervisory Board by means of direct distance communication can take place with the application of the telephone, fax or e-mail. The method of passing the resolution is chosen by the Chairman of the Supervisory Board who also draws up the minutes describing the method of adopting the resolution. The minutes should contain the content of the resolution, the means of communication used the method of voting and the date of adopting the resolution.

§ 18

The resolutions adopted outside the meetings of the Supervisory Board in writing or with the application of direct distance communication shall be recorded in minutes and signed under § 12 section 3. Each member of the Supervisory Board shall have the right specified in § 12 section 4.

§ 19

1. The meetings of the Supervisory Board can be attended by invited members of the Management Board as well as other persons invited, in particular those with special knowledge or who are employees of the Company. Such persons have no voting rights and should leave the meeting for the time of voting



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1. The meetings of the Supervisory Board can also be held without being formally convened if all  
   members of the Supervisory Board present and no one objects to the holding of the meeting and the proposed agenda.

CHAPTER V – Final provisions

§ 20

1 All statements and letters addressed to the Supervisory Board as well as statements, letters and applications addressed to the Chairman of the Supervisory Board shall be submitted to the Company.

The Company shall provide services to the Supervisory Board.

1. As part of its duties to serve the Supervisory Board, the Company:
2. prepares the content of the declarations for candidates for the Supervisory Board referred to in Chapter I of these Regulations;
3. receives from the members of the Supervisory Board and stores the contact details required for notifying the members of the Supervisory Board on meetings and used for the adoption of resolutions in writing or by means of direct distant communication
4. prepares notices on meetings of the Supervisory Board and delivers them to the members of the Supervisory Board in the manner provided for in these Regulations;
5. prepares the venue of the Supervisory Board meetings, ensuring the necessary conditions for sessions;
6. prepares substantive materials necessary for the meetings of the Supervisory Board, in accordance with the stipulated agenda, including draft resolutions, appendices to resolutions, the list of attendance at the meeting, secret ballot cards
7. provides the Chairman of the Supervisory Board with all declarations, letters and applications addressed to of the Supervisory Board or to the Chairman and submitted to the Company;
8. is liable for appointing the person taking the minutes of the meeting of the Supervisory Board;
9. provides technical support for the meeting of the Supervisory Board;
10. ensures the correct numbering of minutes of the meetings of the Supervisory Board and the adopted resolutions. This numbering should be carried out in a uniform system, enabling easy establishment of  
    chronology of adopted resolutions and conducted meetings
11. archives the minutes of the meetings of the Supervisory Board, resolutions of the Supervisory Board, documentation of the Supervisory Board;
12. issues copies of resolutions and minutes.

§ 21



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These Regulations come into force upon approval by the General Meeting. Its amendments require a resolution of the Supervisory Board and approval by the General Meeting.



TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRSno. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.