

1. APPLICANT

Shareholder representing at least one twentieth of the share capital in accordance with Article 401 § 4 of the Commercial Companies Code

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holding 14 771 208 shares of TOYA SA constituting 18,86 %

Of the share capital in the Company, which entitles to exercise 14 771 208 votes
On the General Meeting of TOYA SA what constitutes 18,86 % of the total number of votes.

2. CONTENT OF THE APPLICATION

On the basis of Article 401 § 4 of the Commercial Companies Code, the Applicant reports a draft resolution concerning matters included in the agenda of the General Meeting of TOYA SA based in Wrocław, which was convened as of June 29, 2017.

Draft resolution to the point 27 of the determined agenda:

Resolution No. __
of the Ordinary General Meeting of Shareholders in
TOYA SA based in Wrocław
29 June 2017
on the distribution of profit for the financial year 2016

§1

On the basis of Article 395 § 2 point 2 of the Commercial Companies Code and § 26 section 1 lit. b of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. decides to split the net profit in the amount of 29 597 540,26 PLN (in words: twenty nine million, five hundred and ninety seven thousand, five hundred and forty zlotys and twenty six grosz) in the following way:

1. allocates 28 982 411,17 PLN (in words: twenty eight million, nine hundred and eighty two thousand, four hundred and eleven zlotys and seventeen grosz) for dividends to shareholders what constitutes 0,37 PLN (in words: thirty seven grosz) per share,
2. allocates the remaining part of the profit generated in the financial year 2016 in the amount of 615 129,09 PLN (in words: six hundred and fifteen thousand, one hundred and twenty nine zlotys and 9 grosz) on the reserve capital.

§2

The dividend date is set for July 11, 2017.

§3

The dividend will be paid out until July 28, 2017.

§4

The resolution comes into force on the day of its adoption.

SUBSTANTIATION:

In the Shareholder's opinion, due to the current good financial and economic situation of the Company, it is justified do pay out the profit generated in the financial year 2016 for shareholders. Positive assessment concerning the current condition of the Company is also expressed by the Management Board. This body recommended the solution providing the possibility of spending all the profits for shareholders (by allocating these funds to purchase own shares).

Taking into account the above information, the payment of dividend will not be unfavorable for the Company and it will not interfere with its further activity and possibilities for its development. The payment of dividend is also (in comparison with the purchase) a simpler and more transparent instrument that allows the transfer of funds to shareholders.