**The Shareholder’s proposal concerning item 26 of the proposed agenda of the Annual General Meeting of TOYA S.A. convened as at 28 June 2022 – draft resolution in the matter of distribution of profit for the financial year ended on 31 December 2021.**

**Resolution no. 19**

**of the Annual General Meeting**

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

**of 28 June 2022**

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

**§1**

Pursuant to Art. 395 § 2 point 2 of the Code of Commercial Companies and Partnerships and § 26 section 1 letter b of the Articles of Association of TOYA S.A, the Annual General Meeting of TOYA S.A. decides to distribute net profit for the financial year ended on 31 December 2021 in the amount of PLN 63 242 823.69 (say: sixty three million two hundred forty-two thousand eight hundred twenty-three 69/100 Złoty) in the following manner:

- allocation of the net profit for the financial year 2021 in the amount of PLN 63 242 823.69 (say: sixty-three million two hundred forty-two thousand eight hundred twenty-three 69/100 Złoty) in its entirety to supplementary capital.

**§2**

The resolution comes into force upon its adoption.

Substantiation: In the Shareholder's opinion, it is difficult to predict the impact of the current geopolitical situation on the operation of TOYA S.A. The increase in inflation and general global trends can increase the cost of financing of current operations and make it more difficult to obtain it from existing sources. Inter alia, due to the aforementioned factors, in the Shareholder's opinion, the transfer of the net profit for the financial year 2021 in the amount of PLN 63 242 823.69 (say: sixty-three million two hundred forty-two thousand eight hundred twenty-three 69/100 Złoty) to the supplementary capital is justified.

*[illegible signature]*

Jan Szmidt – the Shareholder