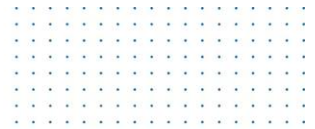




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Wrocław, 01 June 2017

The announcement about convening the Ordinary General Meeting of Shareholders of TOYA S.A.

The Management Board of TOYA S.A. based in Wrocław, Sołtysowicka 13-15 Street, postal code: 51-168, entered into the Register of Entrepreneurs of the National Court Register run by the VI Economic Division of the District Court for Wrocław-Fabryczna under the KRS number: 0000066712, fully paid share capital: 7 833 084,10 PLN; NIP: 895-16-86-107; REGON: 932093253 (hereinafter referred to as „TOYA S.A.” or „Company”), acting pursuant to Article 399 § 1, Article 402¹ and Article 402² of the Act of 15 September 2000 r. – Code of Commercial Companies (i.e. Dz. U. of 2013, item 1030 as amended), as well as § 24 of the Company’s Statute, convenes the Ordinary General Meeting of Shareholders of TOYA S.A., as of 29 June 2017 at 11:00, in TOYA Golf & Country Club, Rakowa 5 Street, Krynicy, 55-114 Wisznia Mała.

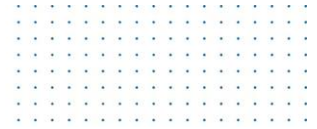
Agenda of the Ordinary General Meeting of TOYA S.A.

1. Opening of the Ordinary General Meeting.
2. Election of the Chairman of the General Meeting.
3. Confirmation of the correctness of convening the General Meeting and its ability to adopt resolutions.
4. Election of the Vote Counting Committee of the Ordinary General Meeting.
5. Adoption of the agenda.
6. Consideration of the Management Board’s report concerning the business activity of TOYA S.A. in 2016.
7. Adoption of a resolution concerning the approval of the Management Board’s report on the activity of TOYA S.A. for the financial year 2016.
8. Examination of the financial statement of TOYA S.A. for the financial year 2016.
9. Adoption of a resolution approving the financial statement of TOYA S.A. for the financial year 2016.
10. Consideration of the Management Board’s report on the activity of TOYA S.A. Capital Group in 2016.
11. Adoption of a resolution approving the Management Board’s report on the activity of TOYA S.A. Capital Group in the financial year 2016.
12. Consideration of the consolidated financial statement of TOYA S.A. Capital Group for the financial year 2016.
13. Adoption of a resolution approving the consolidated financial statement of TOYA S.A. Capital Group for the financial year 2016.
14. Examination of the Supervisory Board’s report containing the assessment of the Management Board’s report on the activity of the Company and TOYA S.A. Capital Group for the financial year 2016, as well as the financial statement of the Company and TOYA S.A. Capital Group for the financial year 2016 in terms of their compliance with accounts and documents, as well as the actual state and the Management Board’s motion regarding the distribution of profit for 2016.
15. Adoption of a resolution approving the Supervisory Board’s report for 2016 containing the assessment of the Management Board’s report on the activity of the Company and TOYA S.A. Capital Group for the financial year 2016, as well as the financial statement of the Company and TOYA S.A. Capital Group for the financial year 2016 in terms of their compliance with accounts and documents, as well as the actual state and the Management Board’s motion regarding the distribution of profit for 2016.
16. Examination of the report on the activity of the Supervisory Board in TOYA S.A. for the financial year 2016 containing the assessment of the Company’s situation taking into account the internal control system and the risk management system that is important for the Company, the compliance system and the function of internal audit along with the assessment of financial reporting and operating activity.
17. Examination of the Supervisory Board’s assessment regarding the method of fulfilling information obligations concerning the use of corporate governance principles determined in the Warsaw Stock



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Exchange Regulations by the Company, as well as the principles concerning the current and periodic information provided by issuers of securities.

18. Consideration of policy information regarding the Company's sponsorship, charity or other similar activity I the financial year 2016.
19. Adoption of a resolution concerning the granting of discharge to the President of the Management Board, Mr. Grzegorz Pinkosz, for the performance of duties for the financial year 2016.
20. Adoption of a resolution concerning the granting of discharge to the Vice-President of the Management Board, Mr. Maciej Lubnauer, for the performance of duties for 2016.
21. Adoption of a resolution concerning the granting of discharge to the Vice-President of the Management Board, Mr. Dariusz Hajer, for the performance of duties from 1 January 2016 to 20 September 2016.
22. Adoption of a resolution concerning the granting of discharge to Mr. Piotr Mondalski for the performance of duties assigned to the Chairman of the Supervisory Board for 2016.
23. Adoption of a resolution on the granting of discharge to Mr. Jan Szmidt from the performance of duties assigned to the Vice-Chairman of the Supervisory Board for 2016.
24. Adoption of a resolution on the granting of discharge to Mr. Grzegorz Maciąg from the performance of duties assigned to the Member of the Supervisory Board for 2016.
25. Adoption of a resolution on the granting of discharge to Mr. Dariusz Górka from the performance of duties assigned to the Member of the Supervisory Board for 2016.
26. Adoption of a resolution on the granting of discharge to Mr. Tomasz Koprowski from the performance of duties assigned to the Member of the Supervisory Board for 2016.
27. Adoption of a resolution on the distribution of profit for the financial year 2016.
28. Adoption of a resolution on the creation of a reserve capital for the acquisition of own shares of TOYA S.A.
29. Adoption of a resolution on granting authorization to the Management Board of TOYA S.A. for the purchase of the Company's 4 990 000 own shares up to 30 June 2018.
30. Adoption of a resolution on determining the number of members of the new Supervisory Board in TOYA S.A.
31. Adoption of resolutions on appointment of members of the new Supervisory Board.
32. Adoption of a resolution on determining the remuneration for members of the Supervisory Board.
33. Closure of the General Meeting.

Right of participation in the Ordinary General Meeting and Registration date of participation in the Ordinary General Meeting

The right of participation in the Ordinary General Meeting of TOYA S.A. has only persons, who are shareholders of the Company for sixteen days before the date of the Ordinary General Meeting (Registration date of participation in the Ordinary General Meeting). The registration date for participation is June 13, 2017.

In order to exercise the right to participate in the Ordinary General Meeting, a shareholder should submit (not earlier than after announcing the convening of the Ordinary General Meeting and no later than on the first working day after the registration date for participation in the Ordinary General Meeting) a demand that the entity conducting the securities account on his behalf concerning the issuance of a registered certificate of the right to participate in the Ordinary General Meeting. This certificate should include:

- a) Company, address and stamp of the issuer and the certificate's number,
- b) Number of shares,
- c) Type and code of shares,
- d) Company, seat and address of the public company that issued the shares,
- e) Nominal value of shares,
- f) Name and surname or company of a person authorized by shares,
- g) Seat (place of residence) and address of the authorized person,
- h) Purpose of issuing a certificate,
- i) Date and place of issue of the certificate,
- j) Signature of the person authorized to issue the certificate.



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In order to eliminate any doubts that might arise in terms of the right to participate of a particular entity in the Ordinary General Meeting, entities authorized to participate in the Ordinary General Meeting or their agents should have the above mentioned certificate.

The list of persons authorized to participate in the Ordinary General Meeting of TOYA S.A. is determined on the basis of a list prepared by the entity managing the deposit of securities in accordance with the regulations on trading in financial instruments. The basis for drawing up the above-mentioned list is certificates with the right to participate in the Ordinary General Meeting issued by the previously mentioned entities.

List of shareholders

The list of shareholders entitled to participate in the Ordinary General Meeting will be presented in the registered office of the Company, i.e. in Wrocław at Sołtysowicka 13-15 Street, for three working days before the date of the General Meeting, i.e. from 26 June 2017. A shareholder of the Company may request to send him the list of shareholders entitled to participate in the General Meeting (free of charge) via e-mail by giving him own e-mail address, to which the list should be sent. TOYA S.A. is entitled to demand that the person submitting such a request ought to confirm his identity on the date of submitting the above-mentioned request if he is not on the list of shareholders entitled to participate in the Ordinary General Meeting.

Description of procedures for participation and execution of voting rights at the Ordinary General Meeting

The shareholder's right to demand that certain matters should be included in the agenda of the general meeting

A shareholder of shareholders representing at least one twentieth of the Company's share capital may request to submit certain matters in the agenda of the Ordinary General Meeting. Such a request should be submitted to the Management Board of the Company not later than 21 days before the appointed date of the meeting, i.e. up to 8 June 2017. The request should include a justification or a draft resolution concerning the proposed point in the agenda. The request may be submitted in writing or in electronic form to: zwz@yato.pl. However, in any case, it should be submitted on a properly completed and signed form available on the Company's website: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>

A shareholder or shareholders requesting the placement of certain matters in the agenda are obliged to attach to such a request a deposit certificate or a registered certificate of right to participate in the General Meeting issued by the adequate entity, confirming the possession of the required part of the Company's share capital to submit the above mentioned request at the date of the request.

Persons acting on behalf of a shareholder or shareholders, who are institutional shareholders, legal persons of other entities (their proof of representation requires the submission of relevant documents specifying the rules of representation applicable to the shareholder (shareholders)), should attach original or certified copies of these documents, in accordance with applicable law. In the case of further power of attorneys, continuity of authorization should be demonstrated.

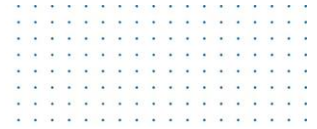
The obligation to attach the documents referred to above concerns both written form, as well as electronic form of the request - as appropriate for each form (paper document or its copy or a scan converted to PDF). A written request along with a set of attachments should be submitted with a confirmation of receipt at the Company's registered office in Wrocław, Sołtysowicka 13-15 Street.

If the request is submitted electronically – it should be sent to the following address: zwz@yato.pl. All documents, i.e. the request form and attachments, should be sent as PDF attachments to the message.



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TOYA S.A. is authorized to take actions aimed at identifying a shareholder (shareholders) and verifying the validity of the documents sent.

The Management Board of the Company immediately, but no later than 18 days before the scheduled date of the Ordinary General Meeting, i.e. up to 11 June 2017, will announce changes in the agenda that were introduced at the request of shareholders. The announcement will be carried out in a method right to convene the General Meeting, i.e. by publishing on the Company's website.

The shareholder's right to submit draft resolutions concerning matters included in the agenda of the Ordinary General Meeting or matters to be put on the agenda before the date of the Ordinary General Meeting.

A shareholder or shareholders representing at least one twentieth of the Company's share capital may (before the date of the Ordinary General Meeting) report to the Company in writing or with the use of electronic means draft resolutions concerning matters put on the agenda of the Ordinary General Meeting or matter that should be put on the agenda. These projects should be submitted to the Company no later than 48 hours before the date of the Ordinary General Meeting, because of the need to place them on the Company's website. The notification of draft resolutions may be presented in writing or electronic form, but in each case it should be submitted on the appropriately completed and signed form available on the Company's website: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>

A shareholder or shareholders submitting their draft resolutions concerning matters included in the agenda of the General Meeting or matters that should be put on the agenda before the date of the General Meeting, are obliged to attach to such a request a deposit certificate or registered certificate of the right to participate in the Ordinary General Meeting, issued by the competent entity, confirming the possession of the required portion of the Company's share capital as required for filling the above mentioned claim at the date of the request.

Persons acting on behalf of a shareholder or shareholders, who are institutional shareholders, legal persons of other entities (their proof of representation requires the submission of relevant documents specifying the rules of representation applicable to the shareholder (shareholders)), should attach original or certified copies of these documents, in accordance with applicable law. In the case of further power of attorneys, continuity of authorization should be demonstrated.

The obligation to attach the documents referred to above concerns both written form, as well as electronic form of the request - as appropriate for each form (paper document or its copy or a scan converted to PDF). A written request along with a set of attachments should be submitted with a confirmation of receipt at the Company's registered office in Wrocław, Sołtysowicka 13-15 Street.

If the request is submitted electronically – it should be sent to the following address: zwz@yato.pl. All documents, i.e. the request form and attachments, should be sent as PDF attachments to the message.

TOYA S.A. is authorized to take actions aimed at identifying a shareholder (shareholders) and verifying the validity of the documents sent.

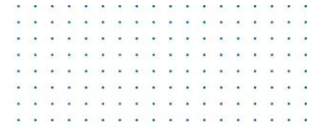
The shareholder's right to submit draft resolutions concerning matters implemented to the agenda during the Ordinary General Meeting.

Each shareholder may submit draft resolutions on matter included in the agenda during the General Meeting.



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The right to appoint a proxy

A shareholder may participate in the Ordinary General Meeting and exercise the voting right in person or via proxy. The proxy exercises all rights of the shareholder at the Ordinary General Meeting, unless otherwise stated in the content of the power of attorney. The proxy may grant a further power of attorney, if it results from the content of the power of attorney. The proxy may represent more than one shareholder and vote differently from shares of each shareholder. A shareholder holding shares registered on more than one securities account may appoint separate proxies to exercise rights from shares on each of the accounts. A shareholder, who is not a natural person, may participate in the Ordinary General Meeting and exercise the right to vote by a person authorized to make statements of will on his behalf or via a proxy.

Forms of power of attorney, the manner of notifying about the granting of power of attorney in electronic form and the method of verifying the validity of powers of attorney

A power of attorney to attend the General Meeting and exercise voting rights shall be granted in writing or in electronic form. Granting a power of attorney electronically does not require a secure electronic signature verified with a valid qualified certificate.

In the case of granting a proxy in electronic form, a shareholder shall inform the Company about this fact via e-mail message to the following address: zwz@yato.pl. TOYA S.A., on its website: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>, makes available to download the "Form of notification about the granting of power of attorney in electronic form". After the completion of this form in accordance with the instructions contained therein, it should be sent by the shareholder to the Company's e-mail address indicated above. In order to verify the information contained in the notification, the form must include a scan of a shareholder's personal certificate concerning the right to participate in the Ordinary General Meeting (issued by the entity managing the securities account).

Persons acting on behalf of a shareholder or shareholders, who are institutional shareholders, legal persons of other entities (their proof of representation requires the submission of relevant documents specifying the rules of representation applicable to the shareholder (shareholders)), should attach original or certified copies of these documents, in the form appropriate for each form (paper document or its copy or scan and conversion to PDF format). In the case of further power of attorneys, continuity of authorization should be demonstrated. Notification about the granting of a power of attorney in electronic form should be made up to 28 June 2017 until 23:59, due to the need to verify the transferred documents.

A member of the Management Board and an employee of the Company may be shareholders' proxies at the Ordinary General Meeting. If a Member of the Management Board, Member of the Supervisory Board, liquidator, an employee of the Company or a member of bodies or an employee of subsidiaries is a proxy at the Ordinary General Meeting, a power of attorney may authorize to represent only during one General Meeting. The proxy is obliged to disclose to the shareholder all circumstances indicating the existence or possibility of a conflict of interest. Granting a further power of attorney is excluded. The proxy (in the above-mentioned situation) is obliged (in accordance with the applicable regulations) to vote according to the instructions given by the shareholder.

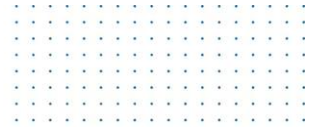
Verification of the validity of the granted proxies will be carried out by:

- a) Verification of the content of the granted power of attorney (sequence of powers of attorney), as well as completeness of the documents attached to this power of attorney,
- b) Checking the correctness of data entered in the form and comparison of this data with the information included in the list of persons entitled to participate in the Ordinary General Meeting,
- c) Declaring the compliance of the powers of attorney for persons granting the power of attorney on behalf of legal persons with the condition appearing in the appropriate copies from the National Court Register,
- d) Confirmation of data and thus the identification of a shareholder or shareholders via e-mail or by telephone in the case of an electronic form of power of attorney and notification of this power of attorney.



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Within the framework of verification of the validity of granted proxies in the electronic form and identification of shareholders, TOYA S.A. may ask a shareholder to submit in electronic form a power of attorney in the form of a scan (PDF format) or a photo file with a photographed power of attorney.

In the case of any doubts or situations that need clarification, TOYA S.A. may take other actions to identify a shareholder or shareholders and verify the validity of the presented powers of attorney, notifications and documents. TOYA S.A. attaches powers of attorney to the protocol of the Ordinary General Meeting.

The method of exercising the right to vote by the Proxy via a form

TOYA S.A., on its website: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>, makes available to download the "Form for exercising the right to vote by the Proxy or giving the Shareholder a written instruction about the method of voting, referred to in Article 4023 §1 point 5 and § 3 point 1-4 of the Commercial Companies Code. The above-mentioned form (after completion by the shareholder, who grants the power of attorney), in the case of open voting at the Ordinary General Meeting, may constitute a voting card for a Proxy, if a shareholder obliged the proxy to the use of such a form. On the other hand, in the case of secret ballot, the completed form should be treated only as a written instruction about the method of voting by the Proxy in such a voting on the resolution, which (At the shareholder's disposal) is to be voted on its basis. The Chairman of the General Meeting informs the Ordinary General Meeting about the casting of a vote with the use of a form and on this basis such a vote is taken into account during the counting the total number of votes in respect to a certain resolution. The form used for voting is included in the book of protocols.

When the counting of votes at the Ordinary General Meeting will be made by means of electronic voting devices, the form mentioned above will not apply and it will only be used as an instruction in relations between the Shareholder and the Proxy.

Information about alternative forms of participation in the General Meeting and exercising the right to vote

TOYA S.A. does not provide the possibility of participating in the General Meeting, speak or vote with the use of electronic means of communication and exercising the right to vote by correspondence.

Placement of information about the General Meeting

The full text of documentation that should be presented to the Ordinary General Meeting and draft resolutions are available at: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>

All information concerning the Ordinary General Meeting is available on the following website: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>

In the case of any comments regarding matters implemented to the agenda of the General Meeting or matters that are to be placed on the agenda before the date of the Ordinary General Meeting submitted by the Management Board or the Supervisory Board of the Company, they will be made available on the Company's website at: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2017/>