

(Data of persons entitled to represent the Shareholder or specification of the other representation manner, if such exists)

?* mark the proper field

2. CONTENT OF THE REQUEST

The Requestor, pursuant to Art. 400 § 1 requests the convening of the Extraordinary General Meeting of Shareholders of TOYA SA with its registered office in Wrocław as at the day not later than 2 September 2019 and introduction of the following matters in the agenda of this Meeting:

- 1) Opening of the Extraordinary General Meeting of Shareholders.
- 2) Electing of the Chairman of the Extraordinary General Meeting of Shareholders.
- 3) Declaring the Extraordinary General Meeting of Shareholders duly convened and capable of adopting resolutions.
- 4) Electing the Returning Committee of the Extraordinary General Meeting of Shareholders.
- 5) Adopting the agenda.
- 6) Adopting resolution concerning the amendment of resolution no. 21 of the General Meeting of Shareholders of TOYA S.A with its registered office in Wrocław of 26 June 2019 (the content of the amended resolution shall be presented in the Current Report no. 14/2019).
- 7) Adopting resolution in the matter of incurring costs of convening and organising the General Meeting of Shareholders.
- 8) Closing of session of the General Meeting of Shareholders.

SUBSTANTIATION:

In the assessment of the Shareholder it is necessary to specify the content of the resolution no. 21 of the Annual General Meeting of Shareholders adopted on 26 June 2019, in particular by specifying the the purpose of the shares acquired in the course of acquiring own shares by the company.

The current wording of the resolution leaves the Management Board, in the assessment of the Shareholder, too broad possibilities for interpretation regarding the issues such as the acquisition of own shares, the manner of disposing own shares after their acquisition as well as the determination of value for which the shares are to be acquired. At the same time it does not allow the Shareholders to perform the evaluation of the potential consequences of executing the resolution.

Due to the aforementioned, the resolution shall undergo the change. Simultaneously, the content of suggested changes corresponds to the wording of the resolution under which the buyback was performed in the Company in 2017.

In the assessment of the Shareholder, the offered wording of the resolution shall protect in the proper manner the interests of the Shareholders in the course of the planned procedure of own shares acquisition. Simultaneously, due to the shortening of the date in which it is possible to acquire shares, the Shareholders will be able to obtain the part of funds generated by the company in financial year 2018 (in the scope of remuneration for transferred shares) even in the current year.

Introduction of the point regarding the adoption of resolution in the matter of incurring costs of convening and organising the Meeting of Shareholder to the agenda is compliant with Art. 404 § 4 of the Code of Commercial Companies and Partnerships.

3. REQUESTOR'S SIGNATURE

(Signature(s) of the Shareholder/persons entitled to representation)