

Wrocław, August 24, 2020

**TOYA S.A.**

**ul. Sołtysowicka 13/15**

**51-168 Wrocław**

**(further: the Company)**

## **SUBMISSION OF A CANDIDATE FOR THE SUPERVISORY BOARD**

### **1. SHAREHOLDER.**

Tomasz Koprowski,

Address:

holding 11,869,884 shares entitling to 11,869,884 votes at the General Meeting of the Company, constituting 15.82% of the share capital of the Company.

### **2. SUBMISSION OF A CANDIDATE FOR A MEMBER OF THE SUPERVISORY BOARD.**

A shareholder, acting pursuant to § 13 section 4 of the Regulations of the General Meeting of TOYA Spółka Akcyjna with its registered office in Wrocław, with a view to providing shareholders with the possibility of obtaining basic information about the candidate for the Supervisory Board in advance (i.e. before the date of the Annual General Meeting on August 31, 2020), I am proposing a candidate - Michał Wnorowski - for a member of the Supervisory Board of TOYA SA with its registered office in Wrocław.

### **3. SUBSTANTIATION.**

The proposed candidate has experience in the field of supervisory activities in the bodies of various companies. The candidate will provide substantive support for the work of the Supervisory Board in this regard, and his extensive professional experience will certainly have a positive impact on the functioning and activity of the Supervisory Board of the Company.

In the opinion of the Shareholder - the competences and professional experience of the proposed candidate will allow for reliable and correct performance of the function of a Supervisory Board member.

Shareholder - Tomasz Koprowski

#### **Attachments:**

- registered certificate of deposit / certificate of the right to participate /
- candidate's statements and on the failure to meet the independence criteria
- curriculum vitae with information on other activities

Warsaw, August 18, 2020

**INFORMATION  
OF THE CANDIDATE  
FOR THE SUPERVISORY BOARD  
of TOYA Spółka Akcyjna  
with its registered office in Wrocław**

I, the undersigned, Michał Wnorowski, pursuant to § 2 sec. 3 of the Regulations of the Supervisory Board of TOYA Spółka Akcyjna with its registered office in Wrocław, registered in the Register of Entrepreneurs of the National Court Register under number 66712, for which the registration files are kept by the District Court for Wrocław-Fabryczna, VI Commercial Division of the National Court Register, NIP 8951686107, share capital PLN 7 504 222.60 fully paid (hereinafter: the Company), in connection with the consent to be appointed to the Supervisory Board of the Company and the possible submission of my candidacy, hereby declare that:

- 1) I am not involved in management boards of capital companies:
- 2) I am involved in the supervisory bodies of the following companies:
  - a) Develia (formerly LC Corp SA) with its registered office in Wrocław - function: member of the Supervisory Board, Chairman of the Audit Committee;
  - b) Medicalgorithmics SA with its registered office in Warsaw - function: Chairman of the Supervisory Board, member of the Audit Committee;
  - c) Voxel SA with its registered office in Kraków - function: member of the Supervisory Board, Chairman of the Audit Committee;
  - d) Alumetal SA with its registered office in Kęty - function: member of the Supervisory Board, member of the Audit Committee;
  - e) Arteria SA with its registered office in Warsaw - function: member of the Supervisory Board, member of the Audit Committee.
- 3) I do not participate in partnerships;
- 4) I do not participate in civil partnerships;
- 5) I do not deal with business competing with the Company.

Michał Wnorowski

STATEMENTS RELATING TO THE PLANNED SUBMISSION OF A CANDIDATE  
TO THE SUPERVISORY BOARD OF  
TOYA Spółka Akcyjna  
with its registered office in Wrocław

I, the undersigned, Michał Wnorowski, PESEL pursuant to § 2 sec. 3 of the Regulations of the Supervisory Board of TOYA Spółka Akcyjna with its registered office in Wrocław, registered in the Register of Entrepreneurs of the National Court Register under number 66712, for which the registration files are kept by the District Court for Wrocław-Fabryczna, VI Commercial Division of the National Court Register, NIP 8951686107, share capital PLN 7 504 222.60 paid in full (hereinafter: the Company), hereby declare that:

- I consent to the appointment of me to the Supervisory Board of the Company;
- I meet the formal conditions described in § 2 sec. 1 and 2 of the Regulations of the Supervisory Board of the Company, i.e.:
  - I am not a person convicted by a final judgment for any of the crimes listed in § 2 sec. 1 of the Regulations of the Supervisory Board of the Company, and no verdict for such offenses has ever been issued against me,
  - I do not perform any of the functions / positions in the Company specified in § 2 sec. 2 of the Regulations of the Supervisory Board of the Company, and I am not reporting directly to any of the members of the Management Board of the Company,
- I am currently involved in the supervisory bodies of the following capital companies: Develia SA (formerly LC Corp SA), Medicalgorithmics SA, Voxel SA, Alumetal SA, Arteria SA,
- I do not participate in any partnerships or civil partnerships,
- I do not deal with business competitive to the Company, I do not participate in companies that conduct activities competitive to the Company, and that I am not entered in the Register of Insolvent Debtors,
- I meet the conditions of independence referred to in Annex II to the Recommendation of the European Commission 2005/162 / EC of February 15, 2015 and additional requirements specified in the Best Practices of WSE Listed Companies 2016 and § 3 sec. 2 of the Regulations of the Supervisory Board of the Company, i.e. in particular:
  - a) I am not and have not performed the function of a member of the Management Board of the Company or an associate in the last 5 years;
  - b) I am not and have not been an employee of the Company or an associate belonging to the top management in the last 3 years,
  - c) I do not receive or have not received any additional remuneration in a significant amount from the Company or an associate, apart from the remuneration received as a member of the Supervisory Board;

- a) I am not a shareholder with 5% or more votes at the General Meeting of the Company and I do not in any way represent the shareholder (s) holding a controlling stake;
- b) I do not currently or during the last year have had significant business relationships with the Company or an associate directly or as a partner, shareholder, director or senior employee of the body maintaining such relationships;
- c) I am not presently or in the last three years I have not been a partner or employee of the current or former auditor of the Company or an associate;
- d) I am not a member of the management board in another company in which another member of the Company's Management Board is a supervisory board member, and I do not have any other significant ties to the Company's executive directors through participation in other companies or bodies;
- e) I have not served on the Company's supervisory board for more than three terms of office or more than 12 years;
- f) is not a close family member of the members of the Management Board or of the persons indicated in point a) -h);
- g) I am not an employee of the Company, subsidiary or associate.

August 18, 2020

## Michał Wnorowski

mobile: **607 687 884**

e-mail: **michal.wnorowski@gmail.com**



### Experience in supervisory boards

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- 2018- now Medicalgorithmics SA - Chairman of the Supervisory Board, member of the Audit Committee, member of the Appointment and Remuneration Committee. Company profile - cardiological diagnostics, telemedicine .
- 2018- now Develia SA (formely LC Corp SA) - member of the Supervisory Board, chairman of the Audit Committee. Company profile - residential and commercial developer .
- 2018- now Alumetal SA - member of the Supervisory Board, member of the Audit Committee. Company profile - producer of secondary aluminum casting alloys.
- 2017- now Voxel SA - member of the Supervisory Board, chairman of the Audit Committee. Company profile - diagnostic imaging, radiology .
- 2017- now Arteria SA - member of the Supervisory Board, member of the Audit Committee. Company profile - outsourcing of sales support processes .
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- 2017-2019 Enter Air SA - Member of the Supervisory Board. Company profile - charter air carrier .
- 2017-2019 Braster SA - member of the Supervisory Board, chairman of the Audit Committee. Company profile - oncological diagnostics, telemedicine .
- 2015-2018 Robyg SA- vice-chairman of the Supervisory Board, member of the Audit Committee, chairman of the Remuneration Committee. Company profile - residential developer.
- 2013-2016 Armatura Kraków SA - vice-chairman of the Supervisory Board, member of the Audit Committee.  
Company profile - a leading player on the bathroom equipment market in Poland.
- 2015-2016 ARM Property Sp.z o.o. - chairman of the Supervisory Board.  
Company profile - SPV for the post-production property restructuring project of Armatura Kraków SA.
- 2013-2016 Armatoora SA - chairman of the Supervisory Board.  
Company profile - the main production company in Grupa Armatura Kraków.
- 2013-2014 EMC Instytut Medyczny SA - Member of the Supervisory Board. Company profile - a leading network of private hospitals and clinics.
- 2010-2013 Travelplanet SA - vice-chairman of the Supervisory Board.  
Company profile - a leading broker on the market of cruise packages, airline tickets and hotel reservations .

2002-2008 Elektrobudowa SA - vice-chairman of the Supervisory Board, chairman of the Appointment and Remuneration Committee.  
Company profile - a leader in the specialist construction market, including for energy, petrochemical and industry, as well as the production of high, medium and low voltage switchgears.

#### Professional experience

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2012-2016 TFI PZU SA - Structured Investments Office  
Investment Director, Fund Manager, responsible for managing the Portfolio of Long-Term Stocks worth PLN 2 billion, corporate supervision over portfolio companies, new investments in the area of equity and coordination of investments in companies listed in the PZU Group.  
Management of long-term investment projects related to the following companies: Dębica, Grupa Azoty, Gondola Railway Jaworzyna Krynicka, Armatura Kraków, EMC Instytut Medyczny, Voxel, Polimex-Mostostal, Robyng and several others (below the 5% threshold in the company).

2005-2011 PZU Asset Management SA  
Director of the Analysis Team responsible for managing the analyst team, investment recommendations on the stock market and ownership supervision over companies .

1998-2005 PZU SA - Financial Investments Office  
Chief Specialist in the Stock Portfolio Management Department - analytical and ownership supervision over listed companies, recommending investment strategies for individual companies and industries.

1997-1998 Fidea Management Sp. z o.o. - the managing company of NFI Foksal SA  
Financial Analyst in the Restructuring and Ownership Supervision Division - analytical and ownership supervision over companies from the portfolio of majority stakes, acquiring investors for companies .

1995-1997 PZU SA - Biuro Inwestycji Finansowych Debt securities market analyst.

#### Education

1992-1999 Warsaw School of Economics, major: Management-Management and Marketing

2001-2002 Cracow University of Economics  
"PZU Academy" - postgraduate studies for employees of the PZU Group in the field of insurance and management