

Warsaw, August 20, 2020

TOYA S.A.

ul. Sołtysowicka 13-15,
51-168 Wrocław

regarding the submission of draft resolutions regarding the matters included in the agenda of the general meeting convened for August 31, 2020.

Dear Sirs,

Acting on behalf of Rockbridge Towarzystwo Funduszy Inwestycyjnych S.A. with its registered office in Warsaw, acting as the managing body and representing investment funds that are shareholders of TOYA S.A. (hereinafter referred to as: the Company), i.e.:

- 1) **ALTER Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty Rynków Zagranicznych 2**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under the number RFI 959, holding 1,296,171 shares of the Company;
- 2) **ALTER Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty Rynku Polskiego 2**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under number RFI 757, holding 1,170,776 shares of the Company;
- 3) **ALTER Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under number RFI 487, acting for:
 - a) **Subfundusz Absolutnej Stopy Zwrotu Rynków Zagranicznych**, holding 1,504,184 shares of the Company,
 - b) **Subfundusz Absolutnej Stopy Zwrotu Rynku Polskiego**, holding 1,101,995 shares of the Company;
- 4) **ALTER Fundusz Inwestycyjny Zamknięty Aktywnej Alokacji Spółek Dywidendowych**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under number RFI 837, holding 1,069,003 shares of the Company;
- 5) **Rockbridge Fundusz Inwestycyjny Zamknięty MID CAPS+ (formerly: Alter Fundusz Inwestycyjny Zamknięty Akcji +)**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under the number RFI 946, holding 544,142 shares of the Company;
- 6) **ALTER Fundusz Inwestycyjny Zamknięty Multi Strategia**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under number RFI 1441, holding 500,000 shares of the Company;

- 7) SS1 Fundusz Inwestycyjny Zamknięty**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under the number RFI 599, holding 15,200 shares of the Company;
- 8) Rockbridge Fundusz Inwestycyjny Zamknięty Long-Short**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under number RFI 1533, holding 195,000 shares of the Company;
- 9) Rockbridge Fundusz Inwestycyjny Zamknięty SMALL CAPS+ (formerly: Rockbridge Fundusz Inwestycyjny Zamknięty Polish Opportunities)**, entered into the Register of Investment Funds kept by the District Court in Warsaw, VII Civil Registry Division under number RFI 1532, holding 130,000 shares of the Company;

which funds, hereinafter referred to as: Shareholders, jointly hold 7,526,471 shares representing 10.03% of the share capital of the Company, having regard to the provisions of art. 401 § 4 of the Act of September 15, 2000, Code of Commercial Companies (i.e. Journal of Laws of 2019, item 505, as amended), we submit draft resolutions regarding matters included in the agenda of the General Meeting of Shareholders, which was convened for August 31, 2020.

Draft resolution to item 30 of the agenda:

„Resolution no. __

Of the Annual General Meeting of Shareholders of:

TOYA spółka akcyjna with its registered seat in Wrocław

of ____ 2020

on the distribution of profit for the financial year ended December 31, 2019

§ 1

- 1. Based on Article. 395 § 2 point 2 of the Act of 15 September 2000, Code of Commercial Companies (Journal of Laws of 2019, item 505, as amended; "CCC") and § 26 sec. 1 letter b of the Articles of Association of "TOYA" S.A., the Annual General Meeting of Shareholders of the company under the name: TOYA S.A. decides to pay the dividend for 2019 in the amount of PLN 60,033,780.80 (say: sixty million thirty three thousand seven hundred and eighty zlotys 80/100), which is PLN 0.80 (say: eighty groszy) per share.*
- 2. The dividend will be paid in accordance with Art. 348 § 1 of the Commercial Companies Code from the total net profit for 2019 in the amount of PLN 40,085,137.73 (say: forty million eighty five thousand one hundred and thirty seven 73/100) and from the amount of PLN 19,948,643.07 (say: nineteen million nine hundred and forty eight thousand six hundred and forty three 07/100) accumulated on the capital of the Company, formed from the retained earnings of the Company.*

§ 2

The dividend record date is November 24, 2020.

§ 3

The dividend payment date will be December 14, 2020

§ 4

The resolution comes into force upon its adoption."

Draft resolution to item 32 of the agenda:

„Resolution no. ____

Of the Annual General Meeting of Shareholders of:

TOYA spółka akcyjna with its registered seat in Wrocław

of ____ ____ 2020 on the appointment of members of the Supervisory Board for a new term

§ 1

Based on Article 385 § 1 of the Act of 15 September 2000, Code of Commercial Companies (Journal of Laws of 2019, item 505, as amended) and § 16 sec. 2 of the Articles of Association of "TOYA" S.A., the Annual General Meeting of Shareholders of the company under the name: TOYA S.A. decides to appoint Mr. Michał Kobus as a member of the Supervisory Board of TOYA S.A. for a new, 3-year term of office.

§ 2

The resolution comes into force upon its adoption."

Krzysztof Mazurek

Witold Chuść

President of the Management Board, Vice President of the Management Board

/signed with a qualified electronic signature/