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Resolution No. 3/7/2020

of the Management Board of:

TOYA S.A. based in Wrocław

of July 21, 2020

on the opinion on the draft Remuneration Policy for members of the TOYA S.A. Management Board and Supervisory Board.

§ 1

The Management Board, after considering the draft Remuneration Policy for members of the Management Board and Supervisory Board of TOYA S.A. constituting an attachment to this resolution (hereinafter: "Draft Remuneration Policy"), gives a positive opinion on this Draft Remuneration Policy.

In particular, the Management Board states that the Draft Remuneration Policy contains appropriate elements of the remuneration policy referred to in Art. 90d of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws of 2019, item 623, as amended).

§ 2

The resolution comes into force upon its adoption.

Appendices:

1. Draft Remuneration Policy for members of the TOYA S.A. Management Board and Supervisory Board.

Appendix 1 to the Management Board Resolution No. 3/7/2020 of July 21, 2020
„**REMUNERATION POLICY OF MEMBERS OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD OF
"TOYA" S.A.**”

§ 1

The following definitions are used in this document:

Member of the Supervisory Board - member of the supervisory board of "TOYA" S.A. with its registered office in Wrocław;

Member of the Management Board - member of the management board of "TOYA" S.A. with its registered office in Wrocław;

Civil Code - Act of April 23, 1964, Civil Code (Journal of Laws of 2019, item 1145, as amended);

Labor Code - Act of June 16, 1974, Labor Code (Journal of Laws of 2019, item 1040, as amended);

Commercial Companies Code - Act of September 15, 2000, Code of Commercial Companies (Journal of Laws of 2019, item 505, as amended);

Remuneration Policy - this document specifying the principles, bases and procedures for determining, calculating and paying remuneration for members of the management board of members of the supervisory board of "TOYA" S.A. with its registered office in Wrocław;

PPK - Employee Capital Plans referred to in the Act of 4 October 2018 on employee capital plans (Journal of Laws of 2018, item 2215 as amended);

Supervisory Board - the supervisory board of "TOYA" S.A. with its registered office in Wrocław;

Company - a company under the name "TOYA" S.A. with its registered office in Wrocław;

The Act on Public Offering - Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies (Journal of Laws of 2019, item 623, as amended);

Articles of Association of the Company - articles of association of the company "TOYA" SA with its registered office in Wrocław.;

General Meeting - the general meeting of shareholders of "TOYA" S.A. with its registered office in Wrocław;

Management Board - the management board of "TOYA" S.A. with its registered office in Wrocław.

§2

Introductory remarks. Objectives of the Remuneration Policy and an indication of how the Remuneration Policy contributes to the achievement of these objectives and a description of significant changes introduced in relation to the previously applicable Remuneration Policy

1. The objectives of the Remuneration Policy consist of:

- a) implementation of the Company's business strategy,
- b) implementation of the long-term interests of the Company, including the interests of investors - supporting long-term growth of value for shareholders and influencing the growth of the Company's responsibility towards shareholders and building their trust, and
- c) ensuring the stability of the Company.

2. The Remuneration Policy contributes to the achievement of the above goals thanks to:

- a) ensuring balanced and competitive remuneration, focused on permanent results, which motivate members of the Management Board and Supervisory Board to perform their tasks in accordance with the best standards,
- b) adopting clear, comprehensive and differentiated financial and non-financial performance criteria for awarding variable remuneration,
- c) ensuring the verification of the fulfillment of individual criteria conditioning the payment of variable remuneration in a specified amount,
- d) determining the proportion between fixed and variable remuneration,

- e) disclosure of accurate, transparent and timely information by the Company (transparency of remuneration).
- 3. The implementation of the above-mentioned goals is also promoted by the solution adopted in the Remuneration Policy for conferring competences on the Supervisory Board to define detailed rules for determining fixed and variable components of remuneration for a Member of the Management Board of the Company, which allows taking into account the dynamic changes occurring in the socio-economic environment of the Company when determining the amount of remuneration.
- 4. Moreover, the solutions adopted in the Remuneration Policy, incl. concerning the organization of decision-making processes regarding the Remuneration Policy, support effective risk management and reduce the occurrence of conflicts of interest.
- 5. The Remuneration Policy does not contain information sensitive from a commercial point of view, which could adversely affect the strategic position of the Company. The members of the Management Board of the Company are responsible for the information contained in the Remuneration Policy.
- 6. The Remuneration Policy is immediately published and made available free of charge on the Company's website along with the resolution on its approval, the date of its adoption and voting results. The documents referred to above remain available on the Company's website for at least as long as they are applicable.
- 7. The Remuneration Policy focuses on the remuneration of members of the Management Board and Supervisory Board of the Company for the next financial years.

§3

Description of fixed and variable remuneration components, as well as bonuses and other cash and non-cash benefits that may be granted to a Member of the Management Board and a Member of the Supervisory Board of the Company together with an indication of the mutual proportions of these remuneration components

- 1. The legal basis for remunerating a Member of the Company's Management Board is the legal relationship between the Company and a Member of the Company's Management Board. The Company plans to entrust the management of the Company on the basis of three legal relationships:
 - a) an employment relationship performed under an employment contract concluded for an indefinite period, and / or
 - b) a management contract, and / or
 - c) appointment to perform the function of a Member of the Management Board of the Company for the time of performing the function of a Member of the Company's Management Board.
- 2. The Company prefers to entrust the management of the Company on the basis of appointment, however, determining the legal basis of the relationship that will bind a given Member of the Management Board of the Company with the Company and the final amount of his remuneration takes place as part of negotiations with the candidate for a Member of the Management Board of the Company.
- 3. The terms of the contracts under which the Management Board Member performs his functions are determined by the Supervisory Board.
- 4. The remuneration of a Member of the Management Board of the Company includes fixed and variable remuneration components.
- 5. One of the permanent components of the remuneration of a Member of the Management Board of the Company is the monthly remuneration determined on the basis of a resolution of the Supervisory Board regarding the appointment of a Member of the Management Board of the Company for the time of holding the position of a Member of the Management Board of the Company or / and an agreement under which the Member of the Management Board of the Company performs his functions, performs work or services to the Company. A member of the Company's Management Board may receive variable remuneration components in the form of cash awards. They are paid on the basis of a resolution of the Supervisory Board following the preparation of the annual financial statements confirmed by the opinion of a statutory auditor. The Supervisory Board adopts a resolution taking into account, inter alia:

- a) the dynamics of changes in the net profit of the Company compared to previous years;
- b) the macroeconomic environment in which the Company operated;
- c) assessment of the Compliance systems functioning in the Company, the Information System regarding the application of the corporate governance principles, specified in the Regulations of the Stock Exchange and the provisions on current and periodic information provided by issuers of securities, Internal control systems.

6. The variable components of the remuneration of a member of the Management Board of the Company depend on the actual, long-term financial situation of the Company and long-term growth in value for shareholders and the stability of the company's operations and may not exceed 250% of the annual fixed remuneration for a given financial year. The amount of the variable remuneration is determined taking into account the increased scope of responsibility and risk related to the performance of the function in the Company and the consequences for the Company and a Member of the Management Board of the Company that may result from the materialization of this risk.

7. In particular, the variable remuneration of a Member of the Management Board of the Company depends on the fulfillment of various performance criteria, i.e. the implementation of management goals set by the Supervisory Board, based on an open sample catalog of one or more financial and non-financial indicators, presented below:

I. financial indicators:

- a) net profit / loss or EBITDA,
- b) the value of sales revenues,
- c) the amount of administrative costs
- d) the amount of selling costs,
- e) profitability ratios, financial liquidity ratios, management efficiency ratios,

II. non-financial indicators:

- a) implementation of specific investments, projects, strategies included in the financial plan,
- b) change of the Company's market position, calculated as a market share or according to other criteria or relations with contractors marked as key according to specific criteria,
- c) the level of the Company's commitment to corporate social responsibility, including taking into account social interests, contributing to environmental protection and taking actions aimed at preventing negative social effects of the Company's operations and their liquidation,

8. A member of the Company's Management Board may also receive fixed and variable remuneration components on the basis of employment contracts or contracts for the provision of services concluded with one or more companies from the Company's capital group.

9. The Supervisory Board is entitled to define detailed rules for the determination of fixed and variable components of remuneration for a Member of the Management Board of the Company, as well as non-cash benefits that may be granted to a Member of the Management Board of the Company.

10. The Supervisory Board may define and detail the criteria for financial and non-financial indicators for awarding variable remuneration components, including criteria for taking into account social interests, contributing to the protection of the environment and taking actions aimed at preventing and eliminating negative social effects of the Company's operations.

11. The Supervisory Board, due to its supervisory powers in the Company, is entitled to verify the fulfillment of individual criteria for the payment of a member of the Management Board of the Company variable remuneration in a certain amount, on the basis of financial and non-financial documents of the Company and explanations of the Management Board, submitted at the request of the Supervisory Board.

12. The Supervisory Board is entitled to define the periods of deferment of payment and the possibility for the Company to demand the return of variable remuneration components and, if the Company grants the Member of the Management Board a remuneration in the form of financial instruments - the periods in which the right to receive remuneration in this form is acquired and the principles of selling these financial instruments, while specifying how the awarding of remuneration in the form of financial instruments contributes to the achievement of the objectives of the Remuneration Policy.

13. The criteria on the basis of which the amount of variable remuneration components of a Management Board Member is determined contribute to the achievement of the objectives of the Remuneration Policy, i.e. implementation of the Company's business strategy, implementation of the Company's long-term interests, including the interests of investors - supporting long-term growth of value for shareholders and influencing the growth of the Company's responsibility towards shareholders and building their trust, and ensuring the Company's stability through:

- a) complying with market standards,
- b) ensuring that the amount of remuneration of the Member of the Management Board is adequate to the financial results of the Company,
- c) ensuring the adequacy of the amount of remuneration of the Management Board Member to the increased scope of responsibility and risk related to the performance of the function in the Company and the consequences for the Management Board Member of the Company, as well as for the Company itself, which may result from the materialization of this risk,
- d) promoting an increase in the involvement of a Member of the Management Board of the Company in performing a function in the Company,
- e) motivating a Member of the Management Board of the Company to implement the criteria specified in the Remuneration Policy, and as a result, the objectives of the Remuneration Policy,
- f) enabling the acquisition of candidates for the position of a Member of the Management Board of the Company, with high-quality competences and management skills,
- g) ensuring the permanent relationship of the Member of the Management Board with the Company,
- h) shaping attitudes that exclude taking excessive risk by a Member of the Company's Management Board in the scope of the performed function,
- i) preventing the emergence of conflicts of interest between a Member of the Management Board and the Company's shareholders.

14. A member of the Company's Management Board may also receive non-cash benefits from the Company, including:

- a) the right to use specific assets of the Company;
- b) the right to additional insurance;
- c) the right to use additional non-wage benefits (benefits) launched for people employed in the Company and constantly cooperating with the Company;
- d) the right to participate on general principles in the pension programs operating in the Company (including the PPK).

The value of non-cash benefits from the Company for Members of the Management Board of the Company may not exceed 25% of the annual fixed remuneration for a given financial year.

15. The legal basis for remunerating a Member of the Company's Supervisory Board for performing a function in the supervisory body are resolutions of the General Meeting. The principles of remunerating a Member of the Company's Supervisory Board may be specified in the resolution appointing a Member of the Company's Supervisory Board or in a separate resolution.

16. The remuneration of a Member of the Supervisory Board of the Company includes a fixed monthly remuneration. The remuneration is adequate to the scope of tasks entrusted to individual persons and includes performing additional functions, such as work in Supervisory Board committees. The amount of remuneration of a Supervisory Board Member is determined taking into account the increased scope of responsibility and risk related to the performance of a function in the Company and the consequences for the Company and a Member of the Supervisory Board of the Company that may result from the materialization of this risk.

17. A member of the Supervisory Board of the Company may also receive non-cash benefits from the Company. The Company practices to award the following cash benefits to a Supervisory Board Member:

- a) the right to use specific assets of the Company;
- b) the right to additional insurance;
- c) the right to use additional non-wage benefits (benefits) launched for people employed in the Company and constantly cooperating with the Company;
- d) the right to participate on general principles in the pension programs operating in the Company (including the PPK).

The value of non-cash benefits from the Company for Members of the Supervisory Board of the Company may not exceed 25% of the annual fixed remuneration for a given financial year.

18. The General Meeting decides about granting a member of the Supervisory Board of the Company non-standard non-pecuniary benefits, i.e. those exceeding the general practice of the Company referred to above..

19. The remuneration of a Member of the Supervisory Board of the Company does not depend on options and other derivatives or any other variable components and does not depend on the Company's results.

20. There is no employee share program in the Company. The Company does not grant remuneration to the Member of the Management Board or the Supervisory Board of the Company in the form of financial instruments. The Company does not rule out changes in the Remuneration Policy in this respect in the future.

§4

Explanation of how the working and pay conditions of the Company's employees other than members of the Management Board and Supervisory Board were taken into account when establishing the Remuneration Policy

1. Pursuant to the provisions of the Labor Code, the Company's employees are entitled to fair remuneration for work.
2. All employees of the Company receive remuneration for work corresponding to the type of work performed and the qualifications required for its performance.
3. The terms of remuneration of the Company's employees are determined taking into account the quantity and quality of the work performed and the responsibility assumed.
4. The Remuneration Policy takes into account the working and remuneration conditions of the Company's employees by ensuring that the working and remuneration conditions of a Member of the Management Board and a Member of the Supervisory Board of the Company are determined taking into account the increased scope of responsibility and risk related to the performance of functions in the Company and the consequences for a Member of the Management Board or a Member of the Supervisory Board. The Supervisory Board of the Company, as well as the Company itself, which may result from the materialization of this risk.
5. Pursuant to the provisions of the Labor Code, any employment discrimination is prohibited in the Company. The Company's employees are treated equally in terms of entering into and terminating the employment relationship, terms of employment, promotion and access to training to improve professional qualifications.
6. The prohibition of discrimination, referred to above, transposed into the Work Regulations of "TOYA" S.A. In accordance with these Regulations, the employees of the Company have the right to equal remuneration for the same work or work of equal value.
7. The company provides its employees with safe and hygienic working conditions and conducts systematic training of employees in the field of occupational health and safety. The company provides all employees with working conditions that take into account its nature and the environment in which it is performed.

8. When establishing the Remuneration Policy, both the above and the current financial situation of the Company was taken into account.

§ 5

Indication of the period for which employment contracts, mandate contracts, specific specific contracts or other contracts of a similar nature were concluded with a Member of the Management Board of the Company and a Member of the Supervisory Board of the Company, and an indication of the periods and terms of termination of these contracts, and in the event that with a Member of the Management Board or the Supervisory Board The Supervisory Board of the Company has not concluded an agreement - indication of the type and period for which the legal relationship between the Member of the Management Board or the Member of the Supervisory Board of the Company and the Company was established, as well as the period and conditions for termination of this legal relationship

1. A member of the Company's Management Board is appointed and dismissed by the Supervisory Board. The term of office of the Management Board pursuant to § 12 sec. 3 of the Company's Articles of Association lasts 3 years. The mandate of a member of the Company's Management Board expires no later than on the date of the General Meeting approving the financial statements for the last full financial year of performing the function.

2. Agreements with a member of the Company's Management Board are concluded on behalf of the Company by a representative of the Supervisory Board delegated by the Supervisory Board. The same procedure applies to other legal actions related to the legal relationship between the Member of the Management Board and the Company. A member of the Company's Management Board may resign from the function performed at any time. A member of the Company's Management Board may be dismissed from the position in accordance with the provisions of the Commercial Companies Code and the content of the Company's corporate documents. Depending on whether the contract on the basis of which the Management Board Member performs his functions, performs work or services for the Company is an employment contract or a managerial contract, the termination of this contract is regulated by the provisions of the Labor Code or the Civil Code.

3. A member of the Company's Supervisory Board is appointed and recalled by the General Meeting. The term of office of the Supervisory Board is 3 years. The mandate of a member of the Company's Supervisory Board expires no later than on the date of the General Meeting approving the financial statements for the last full financial year of performing the function. A member of the Supervisory Board of the Company may resign from his function at any time. A member of the Supervisory Board of the Company may be dismissed from the position in accordance with the provisions of the Commercial Companies Code and the content of the Company's corporate documents.

§ 6

Description of the main features of the supplementary pension and early retirement schemes

In accordance with the corporate remuneration systems and regulations, all employees of the Company are entitled to death and retirement benefits. Posthumous benefits are paid on a one-off basis to the employee's family in the event of their death. Retirement benefits are paid out on a one-off basis upon retirement. The amount of retirement and death benefits depends on the length of service and the employee's average remuneration. A member of the Company's Management Board and a member of the Company's Supervisory Board is entitled to participate in the PPK program under the general rules applicable in the Company.

§ 7

Description of the decision-making process carried out to establish, implement and review the Remuneration Policy

1. The Remuneration Policy, as an act of the Company's internal law, was established with the participation of the legal-compliance department, human resources department, the Management Board and the Supervisory Board.

2. The Company, after receiving an opinion on the draft Remuneration Policy by the Management Board and Supervisory Board, submits the Remuneration Policy to a vote at the General Meeting.

3. The Remuneration Policy is approved by a resolution of the General Meeting. The vote of the General Meeting is binding.

4. The Company submits the Remuneration Policy to a vote at the General Meeting in the event of any significant change and always at least every four years.

5. The Company pays remuneration to members of the Management Board and Supervisory Board only in accordance with the Remuneration Policy.

§8

A description of the measures taken to avoid or manage conflicts of interest related to the Remuneration Policy

1. The Remuneration Policy, as an act of the Company's internal law, was established with the participation of the legal-compliance department, human resources department, the Management Board and the Supervisory Board.
2. The process of making all decisions regarding the Remuneration Policy is characterized by dispersion and transparency, and thus has been designed in a way that allows the avoidance of conflicts of interest and ensures the independence of persons participating in it.
3. The entity covered by the Remuneration Policy should investigate on an ongoing basis the possibility of conflicts of interest in its case related to this Policy, in particular taking into account the provisions of other acts of the Company's internal law.
4. Entities covered by the Remuneration Policy should avoid any activity that could lead to conflicts of interest related to the Remuneration Policy.
5. The Company introduced the "TOYA" SA Anticorruption Code addressed to all employees providing work for the Company under the employment relationship, regardless of their position or function, associates providing services under civil law contracts and members of the Company's corporate bodies, among others, basic principles of avoiding conflicts of interest in the Company.
6. The Company has introduced the Procedure for reporting irregularities and conducting explanatory proceedings at TOYA S.A., which allows reporting irregularities constituting a conflict of interest, and, consequently, preventing, identifying and managing these irregularities.
7. The Supervisory Board supervises the implementation of the Remuneration Policy. While preparing the annual remuneration report, the Supervisory Board also reviews the Remuneration Policy in terms of possible conflicts of interest

§ 9

Final Provisions

1. If it is necessary to implement the long-term interests and financial stability of the Company or to guarantee its profitability, the Supervisory Board, at the request of the Management Board containing a justification, may decide in the form of a resolution to temporarily withdraw from applying all or part of the elements of the Remuneration Policy. The resolution of the Supervisory Board is made known to the Company's shareholders during the next General Meeting.
2. The Supervisory Board prepares an annual remuneration report, presenting a comprehensive review of remuneration, including all benefits, regardless of their form, received or due to a member of the Company's Management Board and a member of the Company's Supervisory Board in the last financial year, in accordance with the Remuneration Policy. The information contained in the remuneration report is the responsibility of the members of the Supervisory Board.
3. The provisions of the Act on Offer shall apply to the report referred to above, as well as to matters not regulated in this Remuneration Policy."