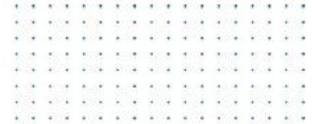




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Wrocław, 21 May 2020

Notice on holding the Extraordinary General Meeting of "TOYA" S.A.

The Management Board of "TOYA" S.A with its registered office in Wrocław at ul. Sołtysowicka 13-15, 51-168 Wrocław entered in the Register of Entrepreneurs of the National Court Register kept by the District Court Wrocław - Fabryczna in Wrocław, 6th Commercial Division of the National Court Register under the number 0000066712, with share capital paid up in full: PLN 7 504 222.60, NIP [Tax Identification Number] no.: 8951686107, REGON [National Official Business Register]: 932093253, (hereinafter referred to as the: "TOYA S.A" or the "Company"), acting pursuant to Art. 399 § 1, Art. 400 §1, Art. 402¹ and Art. 402² of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505 as amended, hereinafter referred to as: the "Code of Commercial Companies and Partnerships") as well as § 24 section 4 of the Articles of Association due to the request of the shareholders representing at least 1/20 of the share capital of the Company, hereby holds the Extraordinary General Meeting of "TOYA" S.A. (hereinafter referred to as (the "Extraordinary General Meeting")) as at 17 June 2020 at 11:00 a.m. in TOYA Golf & Country Club in Krynicy at ul. Rakowa 5, 55-114 Wisznia Mała.

The agenda of the Extraordinary General Meeting of "TOYA" S.A.

1. Opening of the Extraordinary General Meeting;
2. Electing the Chairman of the General Meeting;
3. Declaring the General Meeting duly held and capable of adopting resolutions.
4. Electing the Returning Committee of the Extraordinary General Meeting
5. Adopting the agenda.
6. Adopting resolution concerning the amendment of resolution no. 20 of the Annual General Meeting of TOYA S.A. with its registered office in Wrocław of 26 June 2019
7. Adopting resolution concerning the amendment of resolution no. 21 of the Annual General Meeting of TOYA S.A. with its registered office in Wrocław of 26 June 2019 amended by resolution no. 4 of the Extraordinary General Meeting of TOYA S.A. with its registered office in Wrocław of 20 January 2020.
8. Adopting resolution in the matter of incurring costs of holding the General Meeting..
9. Closing of session of the General Meeting.

The right to participate in the Extraordinary General Meeting and the Date of registration of participation in the Extraordinary General Meeting

Only the persons being the Company's shareholders sixteen days prior to the date of the Extraordinary General Meeting (Date of registration of participation in the Extraordinary General Meeting) shall have the right to participate in the Extraordinary General Meeting of "TOYA" S.A. The date of registration of participation is 1 June 2020.

In order to exercise the right to participate in the Extraordinary General Meeting, the shareholder shall submit, no earlier than upon announcing the holding of the Extraordinary General Meeting and no later than on the first weekday after the Date of registration of participation in the Extraordinary General Meeting, the request that the entity keeping the securities account on its behalf issued the personal certificate on the right to participate in the Extraordinary General Meeting that shall include:

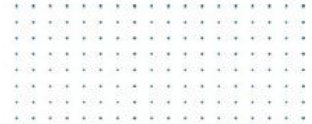
- a) business name, registered office, address, stamp of the issuer and certificate number,
- b) number of shares,
- c) class and code of shares,

TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRS [National Court Register] no. 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP no.: 895-16-86-107; REGON no.: 932093253.



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- d) business name, registered office and address of the listed company that issued shares,
- e) nominal value of shares,
- f) name and surname or business name of the person authorised under shares,
- g) registered office (residential address) and address of the person authorised under shares,
- h) certificate purpose of issue,
- i) certificate date and place of issue,
- j) signature of person authorised to issue the certificate.

For the avoidance of potential doubts that could arise in relation to the right of the given entity to participate in the Extraordinary General Meeting, the entities entitled to participate in the Extraordinary General Meeting or their attorneys in fact are requested to carry the aforementioned certificate with them on the day of the Extraordinary General Meeting.

The list of those entitled to participate in the Extraordinary General Meeting of "TOYA" S.A. is established on the basis of the statement drawn up by the entity running a securities depository pursuant to the financial instrument trading provisions. The basis for drawing up the statement are the certificates on the right to participate in the Extraordinary General Meeting issued by the aforementioned entities.

List of Shareholders

The list of shareholders entitled to participate in the Extraordinary General Meeting shall be presented in the registered office of the Company, i.e. in Wrocław at ul. Sołtysowicka 13-15, three weekdays prior to the date of holding the Extraordinary General Meeting, i.e. as of 12 June 2020. The Shareholder of the Company can request to send it the list of shareholders entitled to participate in the Extraordinary General Meeting free of charge via e-mail by means of providing its own e-mail address to which the list should be sent. "TOYA" S.A. shall be entitled to request the shareholder who submits such a request to prove that it is the same shareholder as on the day of submitting such a request, if it is not on the list of shareholders entitled to participate in the Extraordinary General Meeting.

Description of procedures for participating and exercising the right to vote at the Extraordinary General Meeting.

The right of the Shareholder to request to include certain matters in the agenda of the Extraordinary General Meeting

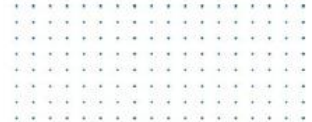
The shareholder or shareholders who represent at least one-twentieth of the Company's share capital can request the right to include certain matters in the agenda of the Extraordinary General Meeting. Such a request shall be submitted to the Management Board of the Company no later than twenty-one days prior to the specified date of the Extraordinary General Meeting, i.e. to 27 May 2020. The request shall include a substantiation or a draft of resolution regarding the proposed item of the agenda. The request can be submitted in writing or in electronic form to the address: zwz@yato.pl, in each case, however, it shall be submitted on a properly filled in and signed form available on the Company's website: <http://yato.com/relacie-inwestorskie/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2020-czerwiec/>.

The shareholder or shareholders who request to include certain matters in the agenda are obliged to attach a deposit or personal certificate on the right to participate in the Extraordinary General Meeting issued by the competent entity which confirms the status of holding shares for paying up the part of the Company's share capital required to submit the aforementioned request as at the day of request.



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The persons acting on behalf of the institutional shareholder or shareholders or persons being legal persons or other entities, in case of whom/which the confirmation of representation requires to submit proper documents specifying the rules of representation that apply the shareholder (shareholders), shall attach the original documents or certified true copies of those documents to the aforementioned request, pursuant to the applicable provisions of law. If further powers of attorney are granted to them, the continuity of such authorisation must be proved.

The obligation to attach the aforementioned documents shall apply to the written form as well as electronic form of the request, in the format proper for each of forms (paper document, its copy or scan converted to PDF format). The request in a written form with a set of appendices shall be submitted with confirmation of receipt in the registered office of the Company, i.e. in Wrocław at ul. Sołtysowicka 13-15.

If the request is provided in an electronic form, it shall be sent to the e-mail address: zwz@yato.pl Any documents, i.e. the request form and appendices shall be sent in PDF format as the appendices to the message.

The Company is entitled to undertake actions aimed at identifying the shareholder (shareholders) and verifying the validity of the sent documents.

The Management Board of the Company shall immediately, however no later than within 18 days prior to the date of the Extraordinary General Meeting, i.e. to 30 May 2020, announce the change of the agenda introduced at the request of the shareholders. The announcement shall be performed in the manner that is proper for holding the General Meeting, i.e. by means of publication on the website of the Company.

The right of the shareholder to submit draft resolutions regarding matters introduced to the agenda at the Extraordinary General Meeting or matters that are to be introduced to the agenda prior to the date of the Extraordinary General Meeting.

The shareholder or shareholders who represent at least one-twentieth of the Company's share capital can, prior to the date of the Extraordinary General Meeting, submit the draft resolutions regarding matters introduced to the agenda of the Extraordinary General Meeting or matters that are to be introduced to the agenda. Those draft resolutions shall be submitted to the Company no later than 48 hours prior to the date of the Extraordinary General Meeting due to necessity to publish them on the website of the Company. The submittal of draft resolutions can be performed in writing or with application of the electronic form to the address zwz@yato.pl, in any case, however, it shall be submitted on a properly filled in and signed form available on the website of the Company: <http://vato.com/relacie-inwestorskie/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2020-czerwiec/>.

The shareholder or shareholders submitting their draft resolutions regarding matters introduced to the agenda of the Extraordinary General Meeting or matters that are to be introduced to the agenda prior to the date of the Extraordinary General Meeting are obliged to attach to such a request the deposit or personal certificates on the right to participate in the Extraordinary General Meeting issued by the competent entity which confirm the status of holding shares for paying up the part of the Company's share capital required to submit the request as at the request submittal date.

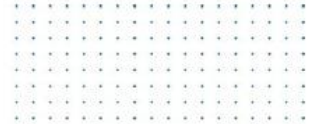
The persons acting on behalf of the institutional shareholder or shareholders or persons being legal persons or other entities, in case of whom/which the confirmation of representation requires to submit proper documents specifying the rules of representation that apply the shareholder (shareholders), shall attach the original documents or certified true copies of those documents to the aforementioned request, pursuant to the applicable provisions of law. If further powers of attorney are granted to them, the continuity of such authorisation must be proved.

The obligation to attach the aforementioned documents shall apply to the written form as well as electronic form of the request in the format proper for each of forms (paper document, its copy or scan converted to PDF format). The request in written form with a set of appendices shall be submitted with confirmation of receipt in



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the registered office of the Company, i.e. in Wrocław at ul. Sołtysowicka 13-15.

If the request is provided in an electronic form, it shall be sent to the e-mail address: zwz@yato.pl. Any documents, i.e. the request form and appendices shall be sent in PDF format as the appendices to the message.

The Company is entitled to undertake actions aimed at identifying the shareholder (shareholders) and verifying the validity of the sent documents.

The right of the Shareholder to submit draft resolutions regarding matters introduced to the agenda at the Extraordinary General Meeting

Every shareholder can submit the draft resolutions regarding matters introduced to the agenda during the Extraordinary General Meeting.

The right to appoint the attorney-in-fact

The Shareholder can participate in the Extraordinary General Meeting and exercise the right to vote in person or by attorney-in-fact. The attorney-in-fact shall exercise all powers of the shareholder at the Extraordinary General Meeting unless the power-of-attorney states otherwise. The attorney-in-fact can grant the further power of attorney if the content of the power of attorney requires it. The attorney-in-fact can represent more than one shareholder and split its voting direction under shares of every shareholder. The Shareholder holding shares recorded on more than one securities account can appoint the separate attorneys-in-fact to exercise the rights under shares recorded on each of the accounts. The Shareholder not being a natural person can participate in the Extraordinary General Meeting and exercise the right to vote by the person entitled to submit the declarations of intent on its behalf or by the attorney-in-fact.

Forms of powers of attorney and manner of notifying on granting the power of attorney in an electronic form and the manner of verifying the powers of attorney

The power of attorney to participate in the Extraordinary General Meeting and exercise the right to vote shall be granted in writing or in an electronic form. The granting of the power of attorney in an electronic form does not require to affix a safe electronic signature verified by means of a valid qualified certificate.

If the power of attorney is granted in an electronic form the shareholder informs the Company on this fact by means of the Company's electronic mail to the e-mail address: zwz@yato.pl. "TOYA" S.A. on its website: <http://yato.com/relacie-inwestorskie/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2020-czerwiec/> makes the template of "Notification on granting the power of attorney in an electronic form" available for download which after filling in, according to the instructions included in it, shall be sent to the Company by the Shareholder to the e-mail address specified above. For the purpose of authentication of information included in the notification, a scan of the personal certificate on the shareholder's right to participate in the Extraordinary General Meeting issued by the entity running the securities account.

The persons acting on behalf of the institutional shareholder or shareholders or persons being legal persons or other entities, in case of whom/which the confirmation of representation requires to submit proper documents specifying the rules of representation that apply the shareholder (shareholders), shall attach the original documents or certified true copies of those documents to the aforementioned request, pursuant to the applicable provisions of law, in the format proper for each of forms (paper document, its copy or scan and conversion to PDF format). In case of granting further powers of attorney the continuity of such authorisation must be proved. The notification on granting of the power of attorney in an electronic form shall be performed no later than on 16 June 2020 to 11:59 p.m., due to the necessity to verify the sent documents.

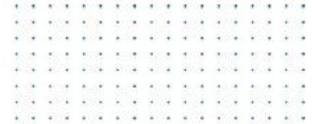
The Member of the Management Board and the employee of the Company can be the attorneys-in-fact of the shareholders at the Extraordinary General Meeting. If the attorney-in-fact at the Extraordinary General Meeting is the Member of the Management Board, Member of the Supervisory Board, employee of the Company or

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member of bodies or the employee of the Subsidiary, the power of attorney can authorise to representation at one General Meeting only. The attorney-in-fact shall be obliged to disclose to the shareholder any circumstances proving the existence or possibility of occurring of conflict of interests. The granting of further power of attorney is excluded. In the aforementioned situation, the attorney-in-fact is obliged to (pursuant to applicable provisions of law) vote pursuant to instructions provided by the shareholder.

The verification of the validity of the granted powers of attorney shall be performed by:

- a) verifying the content of the granted power of attorney (a series of powers of attorney) as well as the completeness of the documents attached to it,
- b) verifying the correctness of data entered in the form and comparing them with information included in the list of persons entitled to participate in the Extraordinary General Meeting,
- c) stating the compliance of the powers of persons granting the power of attorney on behalf of legal persons with the status included in the relevant National Court Register copies,
- d) approving data and identifying the shareholder or shareholders via electronic mail or phone in case of electronic power of attorney and notifying about it.

In the scope of verification of validity of the granted electronic powers of attorney and identification of the shareholder, "TOYA" S.A can request the Shareholder to send the electronic power of attorney in the form of scan in PDF format or a photographic file with the photographed power of attorney.

In case of any doubts or situations requiring explanation, the Company can undertake other actions aimed at identification of the shareholder or shareholders and verification of validity of the submitted powers of attorney, notifications and documents. "TOYA" S.A shall attach the powers of attorney to the protocol of the Extraordinary General Meeting.

The manner of exercising the right to vote by the attorney-in-fact by means of the form

"TOYA" S.A. on its website: <http://yato.com/relacie-inwestorskie/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2020-czerwiec/> makes the template of the "Form to exercise the right to vote by the attorney-in-fact or granting by the shareholder the written instruction on the manner of voting to the attorney-in-fact referred to in Art. 402³ § 1 point 5 and § 3 points 1-4 of the Code of Commercial Companies and Partnerships" available to download. The form referred to in above, after filling it in by the shareholder granting the power of attorney, in case of an open voting at the Extraordinary General Meeting can form a voting sheet for the attorney-in-fact, if the shareholder obliged the attorney-in-fact to use such a form. In case of a secret voting, the filled in form shall be treated only as the written instruction regarding the manner in which the attorney-in-fact shall cast votes in a voting on the resolution which, according to the shareholder's order, shall be performed with the application of this form. The Chairman of the Extraordinary General Meeting informs the Extraordinary General Meeting on casting votes with the application of the form and on this basis such a vote is taken into account on counting the total number of votes cast during voting on a given resolution. The form used in voting shall be attached to the minute book.

If the counting of votes at the Extraordinary General Meeting is performed by means of electronic devices for counting votes, the form which is referred to above shall not apply and can be used only as the instruction in relations between the shareholder and the attorney-in-fact.

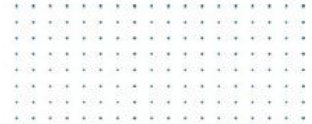
Information on alternative forms of participation in the Extraordinary General Meeting and exercising the right to vote

The Company does not provide for the possibility to participate in the Extraordinary General Meeting nor for speaking and casting a vote with the application of the electronic communication and exercising the right to vote by correspondence.



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Place where information on the Extraordinary General Meeting is published

The full text of documentation that is to be presented to the Extraordinary General Meeting and the draft resolutions are available on: <http://yato.com/relacje-inwestorskie/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2020-czerwiec/>.

Any information regarding the Extraordinary General Meeting is available on the Company's website: <http://vato.com/relacje-inwestorskie/nadzwvczaine-walne-zgromadzenie-akcjonariuszy-2020-czerwiec/>.

If the Management Board or the Supervisory Board of the Company raises objections regarding the matters introduced to the agenda of the Extraordinary General Meeting or matters that are to be introduced to the agenda prior to the date of the Extraordinary General Meeting, they shall be make available on the Company's website: <http://yato.com/relacje-inwestorskie/nadzwvczaine-walne-zgromadzenie-akcjonariuszv-2020-czerwiec/>.

Information regarding the processing of personal data in association with the holding the Extraordinary General Meeting

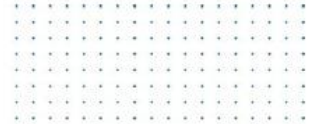
As of 25 May 2018 the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) (OJ L of 2016 no. 119, page 1) ("GDPR"), is applicable. "TOYA" S.A. (the "Company" or the "Controller") hereby notifies that due to holding the Extraordinary General Meeting ("EGM"), the Company shall process personal data of the shareholders of the Company (jointly the "Shareholders" or "You" and individually the "Shareholder"), their attorneys-in-fact entitled to vote or other persons entitled to exercise the right to vote at the EGM as well as personal data disclosed during the EGM. Due to the aforementioned, the Company declares that:

1. The Controller of the collected personal data is "TOYA" S.A. with its registered office in Wrocław; it is possible to contact the Company by e-mail: zwz@yato.pl or through correspondence to the address: ul. Sołtysowicka 13-15, 51-168 Wrocław;
2. It is possible to contact the Data Protection Officer, who was appointed in the Company, by e-mail: iod@yato.pl or telephone by calling 713246200 or through correspondence to the address specified in point 1;
3. The objective of personal data processing is the fulfilment of obligations by the Company under provisions of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505, as amended) and information obligation imposed on the Company as the listed company in association with holding EGM. Moreover, the objective of personal data processing is to enable the Shareholders to exercise their rights in relation to the Company and determine the facts for the purpose of pursuing potential claims by the Company or defending against claims;
4. The Company processes (i) personal data identifying the Shareholder, such as name, surname, residential address or service address and PESEL [*Universal Electronic System for Registration of the Population*] no., (ii) data in powers of attorney, (iii) data regarding shares and entitlements resulting from them, such as: amount, class and number of shares as well as number of votes, and (IV) - in cases when the Shareholders contact with the Company by e-mail - the e-mail address;
5. The personal data of the Shareholders can be collected by the Company also from the entities running the securities depository - Krajowy Depozyt Papierów Wartościowych S.A. ul. Książęca 4, 00-498 Warsaw and also from the other Shareholders - in the scope of transferring of data included in the granted powers of attorney;
6. The legal basis for processing of your personal data by Company is:



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- a) Art. 6 section 1 letter c GDPR - obligation under the provisions of the Act - Code of Commercial Companies and Partnerships, regarding: the issuing and storing the lists of shareholders and attendance lists at the EGM, enabling to cast votes by the attorney-in-fact and enabling the Shareholders to exercise their rights in relation to the Company (i.e. introducing particular matters to the agenda);
- b) Art. 6 section 1 letter f GDPR - legitimate interest of the Company in the form of (i) enabling the contact with the Shareholders and verification of their identity and (ii) pursuing potential claims or defending against claims;
7. The recipients of collected personal data are entities providing and supporting ICT systems of the Controller, entities performing voting services at the Extraordinary General Meeting, entities providing legal services for the benefit of the Company, the Polish Financial Supervision Authority and other Shareholders - in the scope of making available the list of shareholders pursuant to Art. 407 of the Act - Code of Commercial Companies and Partnerships; entity processing personal data at the order of Warsaw Stock Exchange that perform voting services at the General Meeting
8. Personal data included in the lists of the shareholders, attendance lists and powers of attorney are stored for the period of existence of the Company and subsequently can be provided to the entity appointed for storing documents pursuant to provisions of the Act - Code of Commercial Companies and Partnerships; personal data associated with the contact by e-mail are stored for the period enabling the Company to prove the fulfilment of obligations under provisions of the Act - Code of Commercial Companies and Partnerships and for the limitation period of potential claims of the Company or towards the Company;
9. In case of transferring data directly to the Company, the provision of data is required under provisions of the Act Code of Commercial Companies and Partnerships and in order to enable to verify the identity of the Shareholder. The failure to provide the data prevents the Shareholder from participation in the EGM; in case of e-mail address the provision of such an address is voluntary but mandatory to enable the contact between the Company and the Shareholder by means of an e-mail. The failure to provide an e-mail address prevents the Shareholder from coming into contact in such a manner;
10. The personal data of the Shareholder shall not be subject to the automated decision making, including profiling;
11. The personal data of the Shareholder shall not be provided to the third country;
12. You have the right to request an access to your personal data as well as to request their rectification, portability, erasure, restriction of processing and raising objections towards their processing, in the scope in which GDPR specifies these entitlements;
13. You can lodge a complaint with the President of the Personal Data Protection Office when you believe that the processing of your personal data breaches provisions of GDPR.