

"TOYA" S.A. Management Board
ul. Sołtysowicka 13-15
51-168 Wrocław

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RECEIVED
Date: 20-05-2020
TOYA S.A.

Wrocław, 20 May 2020

REQUEST
TO HOLD THE EXTRAORDINARY GENERAL MEETING
OF "TOYA" S.A. WITH ITS REGISTERED OFFICE IN WROCŁAW

Acting in the capacity of the shareholder of "TOYA" Spółka Akcyjna with its registered office in Wrocław (hereinafter referred to as the "**Company**") under provision of Art. 400 § 1 of the Act of 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505, as amended) and provisions of § 24 section 4 of the Articles of Association, I hereby request to immediately hold the Extraordinary General Meeting of the Company (hereinafter referred to as the "**General Meeting**") with the following agenda:

1. Opening of the 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 General Meeting;
5. Adopting the agenda of the General Meeting;
6. Adopting the 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 the 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 the resolution in the matter of incurring costs of holding the General Meeting.
9. Closing of the session of the General Meeting.

In the form of appendix I submit the draft resolutions for the General Meeting (Appendix 1 – Draft resolutions) and documents confirming the fact of holding 3,800,000 shares of the Company (entitling to 3,800,000 votes at the General Meeting of the Company and forming 5.06% of share capital and general number of votes at the General Meeting of the Company) (Appendix 2 – Share certificate).

Resolution no. 1
of the Extraordinary General Meeting of "TOYA" S.A. with its registered office in Wrocław of [•]
in the matter of electing of the Chairman of the General Meeting

§ 1.

Pursuant to Art. 409 § 1 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505, as amended) and § 5 of the Rules of the General Meeting of "TOYA" S.A., the Extraordinary General Meeting of "TOYA" S.A. elects Mr/Mrs [•] the Chairman of the Extraordinary General Meeting.

§2.

The resolution comes into force upon its adoption.

Resolution no. 2
of the Extraordinary General Meeting of "TOYA" S.A. with its registered office in Wrocław of [•]
in the matter of electing the Returning Committee of the Extraordinary General Meeting

§ 1.

Pursuant to §7 section 2 of the of the Rules of the General Meeting, the Extraordinary General Meeting of "TOYA" S.A. appoints the Returning Committee in the following composition:

1. MR/MRS [•]
2. MR/MRS [•]
3. MR/MRS [•]

§ 2

The resolution comes into force upon its adoption.

Resolution no. 3
of the Extraordinary General Meeting of "TOYA" S.A. with its registered office in Wrocław of [•]
in the matter of adopting the agenda of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of "TOYA" S.A. resolves to adopt the following agenda:

1. Opening of the 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 General Meeting;
5. Adopting the agenda of the General Meeting;
6. Adopting the 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 the 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 the resolution in the matter of incurring costs of holding the General Meeting.
9. Closing of the session of the General Meeting.

§ 2

The resolution comes into force upon its adoption

Resolution no. 4
of the Extraordinary General Meeting of "TOYA" S.A. with its registered office in Wrocław of [·]
in the matter of amending resolution no. 20 of the General Meeting of "TOYA" S.A. with its
registered office in Wrocław of 26 June 2019

§ 1.

The Extraordinary General Meeting of "TOYA" S.A. resolves to amend the content of resolution no. 20 of the Annual General Meeting of TOYA S.A with its registered office in Wrocław of 26 June 2019 in a manner that it repeals the entire current content of the resolution and gives it the following new wording:

§ 1

Acting under Art. 396 § 4 in conjunction with Art. 362 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 10 point 5 of the Articles of Association of TOYA S.A. with its registered office in Wrocław (hereinafter referred to as the "Company"), it was resolved to establish the reserve capital in the amount of PLN 24,000,000 (say: PLN twenty-four million 00/100) by transferring the amount of PLN 24,000,000 (say: PLN twenty-four million 00/100) from the amount of the supplementary capital that under the provision of Art. 348 § 1 of the Code of Commercial Companies and Partnerships can be allocated for distribution. Simultaneously, acting under Art. 396 § 5 of the Code of Commercial Companies and Partnerships, it was resolved that the aforementioned reserve capital will be used pursuant to Art. 362 § 2 point 3 of the Code of Commercial Companies and Partnerships and the resolution in the matter of granting the authorisation to the Management Board of the Company to acquire the own shares of the Company.

§ 2

The resolution comes into force upon its adoption.

§ 2.

The resolution comes into force upon its adoption.

Resolution no. 5
of the Extraordinary General Meeting of "TOYA" S.A. with its registered office in Wrocław of [·]
in the matter of amending 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.

§ 1.

The Extraordinary General Meeting of "TOYA" S.A resolves to amend the content 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 of 20 January 2020 in a manner that it repeals the entire current content of the resolution and gives it the following new wording:

§ 1.

Under the provision of Art. 362 § 1 points 5 and 8 of the Code of Commercial Companies and Partnerships the Management Board of "TOYA" Spółka Akcyjna with its registered office in Wrocław (hereinafter referred to as the "Company") is authorised to acquire own shares of the Company (hereinafter referred to as the "Shares") on conditions specified in this resolution.

§ 2

The Company shall acquire Shares under terms and conditions specified below:

- 1) the number of acquired Shares shall amount to maximum 4 360 000 (say: four million three hundred sixty thousand) Shares;*
- 2) the total nominal value of the acquired own shares at the moment of their acquisition and the total nominal value of own shares held by the Company and its subsidiaries at a given moment shall not exceed 20% of the share capital of the Company, taking into account the nominal value of own shares held by the Company and its subsidiaries;*
- 3) the acquired Shares shall be paid up in full;*
- 4) the minimum amount for one Share shall amount to PLN 5.50 (say: five Zloty fifty Polish grosz) and the maximum amount for one Share shall amount to PLN 5.80 (say: five Zloty eighty Polish grosz),*

- 5) *the total amount for Shares, increased by acquisition costs, shall not be higher than the amount of reserve capital established under resolution no. 20 of the Annual General Meeting of 26 June 2019 and amended by resolution no. 4 of the Extraordinary General Meeting of [·];*
- 6) *the acquisition of shares shall be performed by means of announcing the buyback offer; whereas the acquisition of own shares shall be performed in a manner so as to ensure the equal treatment of all shareholders of the Company,*
- 7) *the Management Board is authorised to acquire Shares until the exhaustion of financial resources from the reserve capital established for this purpose, but not longer than to 31 May 2020;*
- 8) *the commencement and completion of Share acquisition requires a separate resolution of the Management Board; The Management Board shall publicly disclose the detailed information regarding the acquisition of Shares, including the Share acquisition commencement and completion date;*
- 9) *the Shares acquired by the Company shall be redeemed under a separate resolution of the General Meeting.*

§ 3.

The Management Board shall inform the closest General Meeting on acquisition of Shares, pursuant to provisions of Art. 363 § 1 of the Code of Commercial Companies and Partnerships.

§ 4.

The Management Board of the Company is authorised to perform any factual or legal actions necessary for acquisition of Shares and execution of this resolution, including the determination of any additional conditions and details regarding the acquisition of Shares of the Company under this resolution which are necessary to execute this authorisation.

§ 5.

The resolution comes into force upon its adoption.

§ 2.

The resolution comes into force upon its adoption.

**Resolution no. 6
of the Extraordinary General Meeting of "TOYA" S.A. with its registered office in Wrocław of [·]
in the matter of incurring costs of holding the Extraordinary General Meeting
by "TOYA" S.A**

§ 1.

The Extraordinary General Meeting of "TOYA" S.A., under Art. 400 § 4 of the Code of Commercial Companies and Partnerships, resolves that the costs of holding this General Meeting shall be incurred by TOYA S.A.

§ 2.

The resolution comes into force upon its adoption.