

NOTE!

This form can be submitted to the Company in writing or electronically as the e-mail appendix in PDF format along with original or certified true copies of documents proving the correctness of the Shareholder's representation, if signed and filled in pursuant to instructions included in it. The documents that confirm the validity of representation of the Shareholder must be also submitted to the Company in such a form as the subsequent appendices. The appendices are required to be in PDF format. E-mail addresses for service of application to the Company in electronic form: zww@yato.pl The particular pages can be selected, filled in or copied from the request (if required). The data must be properly entered in due to possible verification and rejection in case of false data.

Wrocław,
(place)

14 June 2019
(date)

**The Management Board of
TOYA SA
ul. Sołtysowicka 13/15
51-168 Wrocław**

**THE SUBMITTAL OF DRAFTS OF RESOLUTIONS REGARDING MATTERS INTRODUCED TO THE AGENDA OF THE
GENERAL MEETING OF SHAREHOLDERS OF TOYA SA**

1. REQUESTOR

The Shareholder who individually represents at least one-twentieth of share capital pursuant to Art. 401 § 4 of the Code of Commercial Companies and Partnerships.

Tomasz Koprowski

(name and surname or name)

Correspondence address

(address data, postal code, place, country)

(register data, if required: KRS [National Court Register] no., Regon [National Official Business Register])

kopertk@gmail.com tel. _____

(contact data: e-mail, phone no.)

holding 11866 684 TOYA SA shares which form 15.81 %

(provide the number of shares held)

(provide the total percentage number of shares)

of the share capital of the Company which entitle to cast 11 866 684 votes

(provide the number of votes under the shares held)

on TOYA SA General Meeting of Shareholders which forms 15.81 % of general number of votes.

(provide the percentage in the number of votes in total)

Represented by:

X

The Shareholder is a natural person who affixes its signature on this request.

?

* The Shareholder is a legal person, institution or other entity.

(data of persons entitled to represent the Shareholder or specification of other type of representation, if such exists)

(Data of persons entitled to represent the Shareholder of specification of the other representation type, if such exists)

?

* mark the proper field

2. CONTENT OF THE REQUEST

Pursuant to Art. 401 § 4 of the Code of Commercial Companies and Partnerships, the Requestor submits the draft of resolution regarding matters introduced to the agenda of TOYA SA General Meeting of Shareholders with its registered office in Wrocław, convened on 26 June 2019:

The draft of resolution to point 29 of the agenda:

Resolution no. _
of the Annual General Meeting of Shareholders
of TOYA SA with its registered office in Wrocław
of 26 June 2019
in the matter of division of profit for financial year 2018

§1

Acting pursuant to Art. 395 § 2 point 2 of the Code of Commercial Companies and Partnerships and § 26 section 1 letter b of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. resolves to divide the net profit for financial year which ended on 31 December 2018 in the amount of PLN 39 245 461.70 (say:) in the following manner:

1. the amount of PLN 39021957.52 shall be a payment of dividend for shareholders, which forms PLN 0.52 for one share,
2. the remaining amount of profit achieved in financial year 2018 amounting to PLN 223 504.18 shall be the supplementary capital

§2

The dividend date shall be 5 July 2019

§3

The payment of dividend shall take place on 20 July 2019.

§4

The resolution comes into force upon its adoption.

SUBSTANTIATION:

According to the assessment of the Shareholder, due to the current good financial and economic situation of the Company, it is legitimate to pay for the benefit of the shareholders the profit achieved in financial year 2018. The positive assessment regarding the current situation of the Company is also expressed by the Management Board which recommended the solution enabling to spend the part of the achieved profits for the benefit of the Shareholders (by means of using these financial means for financing the buyback regarding company's own shares).

Simultaneously, the Shareholder highlights the fact that the Company has relatively high supplementary capital and due to this fact, according to its opinion, there is no need to enlarge it.

Taking into account the aforementioned the payment of dividend shall not be disadvantageous for the Company and it shall not cause disturbances to its further operation and development possibility. In comparison to buyback, the payment of dividend is an easier and more transparent instrument that allow for transfer of financial means to the shareholders.

3. REQUESTOR'S SIGNATURE

(Signature(s) of the Shareholder/persons entitled to representation)

Appendix - personal certificate of entitlement to attend the General Meeting

NOTE!

In case of a Shareholder, a legal person, institution or other entity, it is required to affix a signature in compliance with the applicable rules of representation and attach to this request the copy from the relevant register or records which certify the manner of representation of the Shareholder. The personal certificate for shares issued by the relevant entity which confirms the Shareholder's holding of a part of the Company's share capital as required to submit the request as at the request submittal date, must be attached to the request.