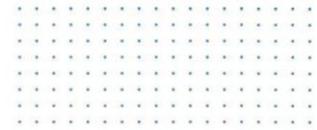




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Wrocław, dated 29 May, 2019

Notice convening the Annual General Meeting of Shareholders of the company under the business name "TOYA" S.A.

The Management Board of "TOYA" S.A. (joint-stock company) with a registered seat in Wrocław, at ul. Sołtysowicka 13-15, 51-168 Wrocław, entered into the Register of Entrepreneurs of the National Court Register (KRS), kept by the 6th Commercial Division of the District Court for Wrocław - Fabryczna under the KRS number 0000066712, with fully paid-up share capital in the amount of: PLN 7 504 222.60; NIP (Tax Id. No.): 8951686107, REGON (Business Id. No.): 932093253 (hereinafter also: "TOYA S.A." or the "Company"), acting pursuant to art. 399 § 1, art. 402¹ and art. 402² of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2019, item 505 as amended, hereinafter the "Commercial Companies Code"), as well as § 24 of the Company's Articles of Association, hereby convenes the Annual General Meeting of Shareholders of the company under the business name "TOYA" S.A. (hereinafter also: the "Annual General Meeting") on 26 June, 2019, at 11:00, at TOYA Golf & Country Club in Kryniczno, at ul. Rakowa 5, 55-114 Wisznia Mała.

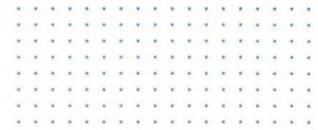
The agenda of the Annual General Shareholders' Meeting of the company under the business name: "TOYA" S.A.

1. Opening the Annual General Meeting.
2. Adopting a resolution in the matter of electing the Chairman of the Annual General Meeting.
3. Declaring the Annual General Meeting duly convened and capable of adopting resolutions.
4. Adopting a resolution in the matter of abstaining from electing the Returning Committee of the Annual General Meeting.
5. Adopting a resolution in the matter of adopting the agenda of the Annual General Meeting.
6. Considering the report of the Management Board on the operations of TOYA S.A. for the year 2018.
7. Adopting a resolution in the matter of approving the report of the Management Board on the operations of TOYA S.A. for the year 2018.
8. Considering the standalone financial statement of TOYA S.A. for the fiscal year ended on 31 December, 2018.
9. Adopting a resolution in the matter of approving the standalone financial statement of TOYA S.A. for the fiscal year ended on 31 December, 2018.
10. Considering the report of the Management Board on the operations of the TOYA S.A. Capital Group for the year 2018.
11. Adopting a resolution in the matter of approving the report of the Management Board on the operations of the TOYA S.A. Capital Group for the year 2018.
12. Considering the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018.
13. Adopting a resolution in the matter of approving the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year 2018.
14. Considering the Supervisory Board's report on the results of the assessment of the Management Board's report on the operations of the company TOYA S.A. and the report of the Management Board on the operations of the TOYA S.A. Capital Group for the year 2018 as well as the separate financial statement of the TOYA S.A. and the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018 with respect to their compliance with the books and documents as well as with the actual situation and the motion of the Management Board as to the distribution of profit for the fiscal year 2018.
15. Adopting a resolution in the matter of approving the Supervisory Board's report on the results of the assessment of the Management Board's report on the operations of the company TOYA S.A. and the report of the Management Board on the operations of the TOYA S.A. Capital Group for the year 2018 as well as the standalone financial statement of the company TOYA S.A. and the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018 with respect to their compliance with the books and



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documents as well as with the actual situation and the motion of the Management Board as to the distribution of profit for the fiscal year ended on 31 December, 2018.

16. Considering the report on the operations of the Supervisory Board of TOYA S.A. for the fiscal year ended on 31 December, 2018, containing an annual assessment of the Company's situation while taking into account the internal control, risk management and compliance system and the internal audit function together with an assessment regarding financial reporting and operations.
17. Considering the assessment of the Supervisory Board regarding the manner of the Company complying with its information duties concerning the application of the corporate governance principles as provided for in the Rules of the Stock Exchange and provisions regarding current and interim reporting by issuers of securities.
18. Considering the information of the Supervisory Board regarding the lack of the Company's policy with respect to the Company's sponsorship, charity or other activity of similar nature in the fiscal year ended on 31 December, 2018.
19. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the fiscal year ended on 31 December, 2018.
20. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the fiscal year ended on 31 December, 2018.
21. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Piotr Mondalski, the Vice President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
22. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Jan Szmidt, the Vice President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
23. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Grzegorz Maciąg, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
24. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Dariusz Górka, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
25. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
26. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Michał Kobus, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
27. Adopting a resolution in the matter of acknowledging the performance of duties by Ms Beata Szmidt, the Member of the Supervisory Board, for the period from 20 November, 2018 to 31 December, 2018.
28. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Tomasz Koprowski, the Member of the Supervisory Board, from 1 January, 2018 to 29 August, 2018.
29. Adopting a resolution in the matter of distribution of profit for the fiscal year ended on 31 December, 2018.
30. Adopting a resolution in the matter of establishing the reserve capital to purchase own shares of the Company TOYA S.A.
31. Adopting a resolution in the matter of granting authorization to the Management Board of TOYA S.A. to purchase the Company's own shares.
32. Any other business.
33. Winding up the Annual General Meeting.

Right to participate in the Annual General Meeting and the Date of registration of participation in the Annual General Meeting

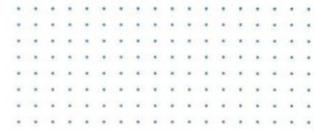
Only the persons being the Company's shareholders sixteen days prior the date of the Annual General Meeting (Date of registering participation in the Annual General Meeting) shall have the right to participate in the Annual General Meeting of the company under the business name "TOYA" S.A. The date of participation registration shall be 10 June, 2019.

For the purpose of exercising the right to participate in the Annual General Meeting, a shareholder must submit, no earlier than upon announcing the convening of the Annual General Meeting and no later than on the first weekday



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after the Date of registration of participation in the Annual General Meeting, a request that the entity running a securities account on their behalf issues a personal certificate on the right to participate in the Annual General Meeting, which certificate must contain the following:

- a) business name, seat, address and stamp of the issuer and number of the certificate,
- b) number of the shares,
- c) type and code of the shares,
- d) business name, seat and address of the listed company which issued the shares,
- e) nominal value of the shares,
- f) name and surname or business name of the person authorised under the shares,
- g) seat (place of residence) and address of the person authorised under the shares,
- h) purpose of issuing the certificate,
- i) date and place of issuing the certificate,
- j) signature of the person authorised to issue the certificate.

For the purpose of clearing any potential doubts that might arise with respect to a certain entity's right to participate in the Annual General Meeting, the entities entitled to participate in the Annual General Meeting or the attorneys of the same are requested to carry the aforementioned certificate with them on the day of the Annual Annual General Meeting.

The list of those entitled to participate in the Annual General Meeting of Shareholders of the company under the business name "TOYA" S.A. is established based on the statement prepared by the entity running a securities depository in accordance with the provisions on trading in financial instruments. The basis for preparing the statement shall be the certificates on the right to participate in the Company's Annual General Meeting as issued by the aforementioned entities.

List of shareholders

The list of the shareholders entitled to participate in the Annual General Meeting shall be presented at the Company's seat, namely in Wrocław at ul. Sołtysowicka 13-15, three weekdays prior to the date of holding the Annual General Meeting, that is as of 21 June, 2019. The Company's shareholder may request that the list of shareholders entitled to participate in the Annual General Meeting be sent to him free of charge via electronic mail by providing their own e-mail address, to which the list should be sent. "TOYA"

S.A. shall be entitled to demand documentation confirming that a shareholder submitting such a request is, indeed, the same as at the date of submitting the above request if they fail to be found in the list of shareholders entitled to participate in the Annual General Meeting.

Description of procedures for participating and exercising the voting right at the Annual General Meeting

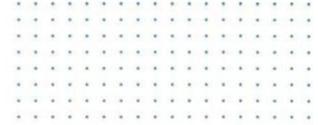
Shareholder's right to request that certain matters be included in the agenda of the Annual General Meeting

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may demand that certain matters be included in the agenda of the Annual General Meeting. Such a request should be submitted to the Management Board of the Company no later than 21 days before the set date of the Annual General Meeting, i.e. until 5 June, 2019. The request should contain a justification or a resolution draft regarding the proposed item of the agenda. The request may be submitted in writing or electronic form to the address: zwz@yato.pl, however, in each case it must be submitted on a properly completed and signed form available on the Company's website at the address: <http://yato.com/relacie-inwestorskie/walne-zgromadzenie-akcjonariuszv-l/walne-zgromadzenie-akcjonariuszy-2019/>.



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A shareholder or shareholders requesting that certain matters be included in the agenda shall be obliged to attach a depository certificate to the request or a personal certificate on the right to participate in the Annual General Meeting, issued by the competent entity confirming the ownership of shares to cover the part of the Company's share capital required to submit the above-mentioned request as at the date of filing the request.

The persons acting on behalf of an institutional shareholder or shareholders or being legal persons or other entities, in the case of which confirming the representation requires submitting proper documents specifying the rules of representation in effect at a shareholder's (shareholders'), must attach original copies or certified copies to the above request in accordance with the provisions of the law as applicable in this respect. In the event of granting further powers of attorney, one must prove the continuity of such power of attorney.

In the event that the request is transferred in electronic form – it must be sent to the e-mail address: zwz@yato.pl. Any documents, namely the request form and the attachments must be sent in PDF format as attachments to the message.

The Company shall be authorized to take actions aimed at identifying a shareholder (shareholders) and verifying the validity of the documents sent.

Shareholder's right to submit drafts of resolutions regarding matters introduced to the agenda during the Annual General Meeting.

During the Annual General Meeting, each of the shareholders may submit drafts of resolutions regarding matters introduced to the agenda.

Right to appoint attorney

A shareholder may take part in the Annual General Meeting and exercise the right to vote personally or via attorney. The attorney shall exercise all the shareholder's powers at the Annual General Meeting, unless the power of attorney states otherwise. The attorney may grant further power of attorney if this stems from the contents of the power of attorney. The attorney may represent more than one shareholder and split their voting direction under each shareholder's shares. A shareholder holding shares recorded on more than one securities account may appoint separate attorneys to exercise the rights under the shares recorded on each of the accounts. A shareholder not being a natural person may take part in the Annual General Meeting and exercise the right to vote through a person authorised to submit declarations of will on their behalf or through their attorney.

Forms of power of attorney, the manner of notifying of granting a power of attorney in electronic form and the manner of verifying the powers of attorney.

The power of attorney to take part in the General Meeting and exercise the voting right shall be given in writing or in electronic form. Granting the power of attorney in electronic form shall not require a safe electronic signature verifiable by means of a valid qualified certificate.

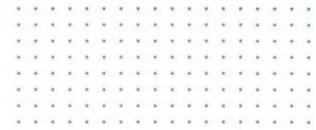
In the event of granting the power of attorney in electronic form, a shareholder shall inform the Company of this fact via the Company's electronic mail at the e-mail address: zwz@yato.pl. On its website, "TOYA" S.A., at the address: <http://vato.com/relacie-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/walne-zgromadzenie-akcjonariuszy-2019/> makes available for download a template of the "Form of notification of granting a power of attorney in electronic form," which, after completing according to the instructions contained therein, must be sent by a shareholder to the Company to the e-mail address as indicated above. For the purpose of authenticating the information contained in the notification, a scan of the personal certificate on the shareholder's right to participate in the Annual General Meeting, issued by the entity running the securities account, must be attached.

The persons acting on behalf of an institutional shareholder or shareholders or being legal persons or other entities, in the case of which confirming the representation requires submitting proper documents specifying the rules of



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representation in effect at a shareholder's (shareholders'), must attach original copies or certified copies to the above notification in accordance with the provisions of the law as applicable in this respect, in the format proper for each of the forms (paper document or its copy or scan and conversion to PDF format). In the event of granting further powers of attorney, one must prove the continuity of such power of attorney. The notification of granting a power of attorney in electronic form must be given by 25 June, 2019, 23:59 pm at the latest, in connection with the necessity to verify the documents sent.

A member of the Company's Management Board and the Company's employee may be the shareholders' attorneys at the Annual General Meeting. If the attorney at the Annual General Meeting is a Member of the Management Board, Member of the Supervisory Board, employee of the Company or member of bodies or employee of a company dependent on the Company, the power of attorney may authorise one to representation at one General Meeting only. The attorney shall be obliged to disclose to a shareholder any circumstances indicating the existence or possibility of a conflict of interest. Granting a further power of attorney shall be excluded. In the above situation, the attorney shall be obliged (in accordance with the applicable provisions) to vote according to instructions given by the shareholder.

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

- a) checking the contents of the power of attorney granted (a series of powers of attorney) as well as the completeness of the documents attached to the same,
- b) checking the correctness of the data entered into the form and comparing the same with the information contained in the list of those entitled to participate in the Annual General Meeting,
- c) finding the compliance of the rights of persons granting a power of attorney on behalf of legal persons with the status described in relevant KRS extracts,
- d) confirming the data and thus the identification of a shareholder or shareholders via electronic mail or over the phone in the case of electronic form of the power of attorney and notification of the same.

As part of the verification of the validity of the powers of attorney granted in electronic form and identification of a shareholder, "TOYA" S.A. may ask the shareholder to send, in electronic form, the power of attorney in the form of a scan in PDF format or photographic file with the power of attorney photographed.

In the event of any doubts or situations requiring an explanation, the Company may take other actions aimed at identifying the shareholder or shareholders and verifying the validity of the powers of attorney, notifications and documents presented. "TOYA" S.A. shall attach the powers of attorney to the minutes of the Annual General Meeting.

Manner of exercising the voting right by the attorney by means of a form

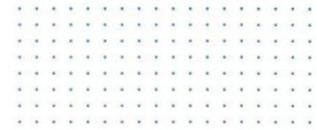
On its website, "TOYA" S.A., at the address: <http://vato.com/relacie-inwestorskie/walne-zgromadzenie-akcjonariuszy/walne-zgromadzenie-akcjonariuszy-2019> makes available for download a template of the "Form for exercising the voting right by the attorney or granting a written instruction to the attorney by a shareholder on the manner of voting which is referred to in art. 402³ §1, item 5 and § 3, items 1-4 of the Commercial Companies Code." The form as referred to above, after being completed by a shareholder granting the power of attorney, in the case of an open voting at the Annual General Meeting, may constitute a voting sheet for the attorney if the shareholder obligated the attorney to use such a form. In turn, in the case of a secret voting, a completed form must be treated solely as a written instruction on the manner of the attorney's voting in such voting over a resolution which, according to the shareholder's order, is to be voted on with its use. The Chairman of the Annual General Meeting shall inform the Annual General Meeting of casting a vote with the use of the form and, on this basis, such vote shall be taken into account upon counting the generality of the votes cast in the voting on a given resolution. The form used in the voting shall be attached to the minutes book.

In the event that the counting of votes at the Annual General Meeting takes place with the use of electronic devices for counting votes, the form which is referred to above shall not apply and may be used only as an instruction in the relationship between the shareholder and the attorney.



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Information on alternative forms of participation in the Annual General Meeting and exercising the voting right

The Company does not provide for the possibility of taking part in the Annual General Meeting, nor for speaking, nor for casting a vote with the use of means of electronic communication and exercising the right to vote via correspondence.

Place of publishing the information regarding the Annual General Meeting

The full text of the documentation which is to be presented to the Annual General Meeting and the drafts of resolutions are available at the address: <http://vato.com/relacie-inwestorskie/walne-zgromadzenie-akcjonariuszow/walne-zgromadzenie-akcjonariuszow-2019/>.

Any information regarding the Annual General Meeting is available on the Company's website at the address: <http://vato.com/relacie-inwestorskie/walne-zgromadzenie-akcjonariuszow/walne-zgromadzenie-akcjonariuszow-2019/>.

In the event of the Company's Management Board or the Company's Supervisory Board submitting remarks about the matters included in the agenda of the Annual General Meeting or matters which are to be introduced to the agenda before the date of the Annual General Meeting, they shall be made available on the Company's website at the address: <http://vato.com/relacie-inwestorskie/walne-zgromadzenie-akcjonariuszow/walne-zgromadzenie-akcjonariuszow-2019/>.

Information regarding the processing of personal data in connection with the convening of the Annual General Meeting

As of 25 May, 2018, 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 EU L of 2016, no. 119, p.1) (the "GDPR"). "TOYA" S.A. (the "Company" or "Controller") hereby informs that in connection with convening the Annual General Meeting of Shareholders (the "AGM"), the Company will process personal data of the Company's shareholders (jointly the "Shareholders" or "you" or "your" and individually a "Shareholder"), their attorneys entitled to vote, other persons entitled to exercise voting rights at the Annual General Meeting of Shareholders and personal data disclosed during the AGM. In connection with the above, the Company declares that:

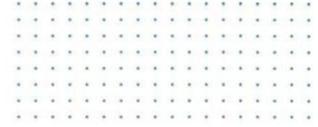
1. The Controller of personal data collected is "TOYA" S.A. with a registered seat in Wrocław; contact with the Company is possible at the email address: zwz@yato.pl or by correspondence at the address: ul. Sołtysowicka 13-15, 51-168 Wrocław;
2. The Personal Data Inspector has been appointed in the Company, with whom contact is possible via electronic mail: iod@yato.pl or by telephone via tel.: 713246200 or by correspondence to the address indicated in item 1;
3. The purpose of processing personal data is the fulfillment by the Company of its obligations under the Commercial Companies Code (Act) of 15 September 2000 (Journal of Laws of 2017, item 1577 as amended) and information obligations imposed on the Company as a listed company in connection with the convocation of the AGM, enabling the Shareholders to exercise their rights in relation to the Company, as well as establishing facts for the purpose of seeking possible claims by the Company or defending against claims;
4. The Company processes (i) personal data identifying the Shareholder, such as name, surname, address of residence or service address and PESEL (Personal Id. No.), (ii) data included in the powers of attorney, (iii) data on shares and rights arising under them, such as: quantity, type and numbers of shares and number of votes available, and (iv) in cases when the Shareholders contact the Company electronically - e-mail address;
5. The personal data of the Shareholders may also be collected by the Company from entities maintaining the

"TOYA" S.A. (joint-stock company) with a registered seat in Wrocław, ul. Sołtysowicka 13-15, postal code: 51-168, entered into the Register of Entrepreneurs of the National Court Register (KRS), kept by the 6th Commercial Division of the District Court for Wrocław - Fabryczna under the KRS number 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP (Tax Id. No.): 895-16-86-107; Regon (Business Id. No.): 932093253.



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securities depository - Krajowy Depozyt Papierów Wartościowych S.A. ul. Książęca 4, 00-498 Warszawa, as well as from other Shareholders - in the scope of transfer of data contained in the powers of attorney granted;

6. The legal basis for the processing of your personal data by the Company is:
 - a) art. 6, section 1, letter c of the GDPR - an obligation arising from the provisions of the Commercial Companies Code regarding: preparing and keeping lists of shareholders and attendance lists at the AGM, enabling the attorney to vote and enabling the Shareholders to exercise their rights in relation to the Company (e.g. introducing specific matters to the agenda);
 - b) art. 6, section 1, letter f of the GDPR - legitimate interest of the Company in the form of (i) enabling contact with the Shareholders and verification of their identity and (ii) pursuing possible claims or defending against claims;
7. Recipients of personal data collected are entities providing and supporting Controller's IT systems, entities providing voting services at the Annual General Meeting, entities providing legal services to the Company, the Polish Financial Supervision Authority as well as other Shareholders - with respect to sharing the list of shareholders in accordance with art. 407 of the Commercial Companies Code (Act); to the entity processing personal data at the request of the Stock Exchange, implementing the voting at the General Meeting.
8. Personal data contained on the lists of shareholders, attendance lists and powers of attorney are kept for the duration of the Company's existence and may then be transferred to the entity designated to store documents in accordance with the provisions of the Commercial Companies Code; personal data related to electronic mail contact are kept for a period allowing the Company to demonstrate compliance with obligations under the provisions of the Commercial Companies Code (Act) and the period of prescription of any claims of the Company or in relation to the Company;
9. In the case of transfer of data directly to the Company, providing data is required by the provisions of the Commercial Companies Code (Act) and in order to enable verification of the Shareholder's identity, and failure to do so will be associated with the inability to participate in the AGM; in the case of an electronic mail address, providing such an address is voluntary, however, necessary to enable contact between the Company and the Shareholder via electronic mail, and failure to provide it will be associated with the inability to contact via that route;
10. The personal data of the Shareholder shall not be subject to automated decision-making, including profiling;
11. The personal data of the Shareholder shall not be transferred to a third country;
12. You have the right to request access to your personal data, as well as to demand their rectification, transfer, deletion, limitation of processing and objecting to their processing, to the extent that those rights are provided by the GDPR;
13. You may lodge a complaint with the President of the Office for Personal Data Protection if you believe that the processing of your personal data violates the provisions of the GDPR.