

Wrocław, 19 November, 2018

TOYA S.A.
Ul. Sołtysowicka 13/15
51-168 Wrocław

SUBMISSION OF CANDIDACY FOR MEMBERSHIP ON THE SUPERVISORY BOARD

1. SHAREHOLDER.

Tomasz Koprowski,

Residing:

holding 11 866 684 ordinary bearer shares in the share capital of the company TOYA Spółka Akcyjna with a registered seat in Wrocław.

2. SUBMISSION OF CANDIDATE FOR SUPERVISORY BOARD MEMBER.

Acting pursuant to § 13, section 4 of the Rules of the General Meeting of TOYA Spółka Akcyjna with a registered seat in Wrocław, with a view to creating a possibility for the shareholders of prior (namely before the date of the Ordinary General Meeting planned for 20 November, year) obtainment of basic information on the person applying for the Supervisory Board membership, the Shareholder submits the candidacy of Michał Wnorowski for the Supervisory Board member of the company TOYA S.A. with a registered seat in Wrocław.

3. SUBSTANTIATION.

The candidate put forward has experience with respect to managing investment projects, market analysis, enterprise analysis and valuation as well as managing a securities portfolio. Furthermore, he has been serving functions on companies' Supervisory Boards, including also listed companies.

In the Shareholder's opinion, the professional competence and experience of the candidate submitted will enable him to serve the function of the Supervisory Board Member in a manner that is fair and correct.

Shareholder - Tomasz Koprowski

Attachments:

- certificate on the right to participate in the GM (x2)
- candidate's statement in the matter of expressing consent to candidacy
- candidate's statement on lack of satisfying the independence criteria and information on other activity

**STATEMENTS RELATED TO THE PLANNED SUBMISSION OF CANDIDACY FOR
MEMBERSHIP ON
THE SUPERVISORY BOARD
OF TOYA Spółka Akcyjna
with a registered seat in Wrocław**

I, the undersigned, Michał Wnorowski, PESEL (Personal Id. No.), pursuant to § 2, section 3 of the Rules of the Supervisory Board of the company TOYA Spółka Akcyjna with a registered seat in Wrocław, registered with the Register of Entrepreneurs of the National Court Register (KRS) under the number 66712, for which the District Court for Wrocław - Fabryczna, the 6th Commercial Division of the National Court Register keeps registration files, NIP (Tax Id. No.): 8951886107, with fully paid up share capital in the amount of PLN 7 504 222.60 (hereinafter: the Company), hereby declare that:

- I give my consent to being appointed to the Company's Supervisory Board composition;
- I declare that I satisfy the formal conditions as described in § 2, section 1 and 2 of the Rules of the Company's Supervisory Board, namely:
 - ✓ I am not a person convicted by a valid judgement for any of the offences as enumerated in § 2, section 1 of the Rules of the Company's Supervisory Board and that never has such a judgement been given with respect to myself for any offences of this nature,
 - ✓ I do not serve any function/position in the Company as indicated § 2, section 2 of the Rules of the Company's Supervisory Board and that I do not report to any of the Supervisory Board members directly,
- I declare that I am currently serving functions on supervisory bodies of the following companies: LC Corp SA, Medicalgorithmics SA, Voxel SA, Braster SA, Alumetal SA, Enter Air SA, Arteria SA,
- I declare that I am not involved in any partnerships or civil law partnerships,
- I declare that I do not deal with any business activities that are competitive towards the Company, I am not involved in any companies running business that is competitive towards the Company and that I am not entered into the Register of Insolvent Debtors,
- I declare that I satisfy the independence conditions which are referred to in Annex II to the European Commission Recommendation 2005/162/EC of 15 February 2015 and additional requirements as indicated in Good Practices of WSE Listed Companies 2016 and § 3, section 2 of the Rules of the Company's Supervisory Board, namely in particular:
 - a) I do not serve/have not served the function of the Company's or an associated company's Management Board for the previous 5 years;
 - b) I am not/have not been the Company's or an associated company's employee belonging to senior management for the previous 3 years,
 - c) I do not/have not received any significant additional remuneration from the Company or an associated company except for a fee received as the Supervisory Board member;
 - d) I am not a shareholder holding 5% or a larger number of votes at the Company's General Meeting and I do not represent a shareholder(s) holding a controlling interest;
 - e) I do not have, or have had within the last year, a significant business relationship with the Company or an associated company, either directly or as a partner, shareholder, director or senior employee of a body having such a relationship;
 - f) I am not nor have been within the last three years, partner or employee of the present or former external auditor of the Company or an associated company;

- g) I am not a management board member in another company, in which the Company's Management Board member is a supervisory board member, and do not have other significant links with executive directors of the Company through involvement in other companies or bodies;
- h) I have not served on the Company's supervisory board more than three terms or longer than 12 years;
- i) I am not a close family member of the Management Board members, or of persons referred to in letters (a) to (h);
- j) I am not an employee of the Company, a subsidiary or an associated company.

13 November, 2018

Michał Wnorowski

Warsaw, 13 November, 2018

**INFORMATION
OF CANDIDATE FOR MEMBERSHIP ON
THE SUPERVISORY BOARD
of the company TOYA Spółka Akcyjna
with a registered seat in Wrocław**

I, the undersigned, Michał Wnorowski, pursuant to § 2, section 3 of the Rules of the Supervisory Board of the company TOYA Spółka Akcyjna with a registered seat in Wrocław, registered with the Register of Entrepreneurs of the National Court Register (KRS) under the number 66712, for which the District Court for Wrocław - Fabryczna, the 6th Commercial Division of the National Court Register keeps registration files, NIP (Tax Id. No.): 8951686107, with fully paid up share capital in the amount of PLN 7 504 222.60 (hereinafter: the Company),
in connection with expressing consent to being appointed to the Company's Supervisory Board and possible submission of my candidacy,

I hereby declare that:

- 1) I do not serve any function in management boards of companies:
- 2) I serve functions on supervisory bodies of the following companies:
 - a) LC Corp SA with a registered seat in Wrocław – function: Supervisory Board member;
 - b) Medicalgorithmics SA with a registered seat in Warsaw – function: Chairperson of the Supervisory Board;
 - c) Voxel SA with a registered seat in Cracow – function: Supervisory Board member;
 - d) Braster SA with a registered seat in Szeligi – function: Supervisory Board member;
 - e) Alumetal SA with a registered seat in Kęty – function: Supervisory Board member;
 - f) Enter Air SA with a registered seat in Warsaw – function: Supervisory Board member;
 - g) Arteria SA with a registered seat in Warsaw – function: Supervisory Board member.
- 3) I am involved in partnerships;
- 4) I am not involved in any civil law partnerships;
- 5) I do not handle any business activities that are competitive with respect to the Company,

Michał Wnorowski

Michał Wnorowski

Currently an independent member of supervisory boards of listed companies: LC Corp, Medicaigonthmics, Alumetal, Voxel, Bra ster, Enter Air, Arteria. Related to the financial market since 1995. In the years 2012-2016, Investment Director Managing Portfolio of Long-Term Shares of PZU Group. Prior to that, long-term director of analyses and owner supervision team with PZU Group. Has experience with respect to managing investment projects, market analysis, enterprise analysis and valuation as well as managing a securities portfolio. Also, dealt with restructuring and company owner supervision issues. Served, inter alia, on supervisory boards of the following companies: Robyg, Elektrobudowa, Travelpanet.pl, EMC Instytut Medyczny, Armatura Kraków, ARM Property.

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