



TOYASA  
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Wrocław, 21 September, 2018

### **Notice convening an Extraordinary General Shareholders' Meeting of TOYA S.A.**

The Management Board of 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 (hereinafter referred to as "TOYA S.A." or the "Company"), acting pursuant to art. 398, art. 399 § 1, art. 402<sup>1</sup> and art. 402<sup>2</sup> of the Commercial Companies Code (consolidated text, Journal of Laws of 2017, item 1577 as amended), and § 24 of the Company's Articles of Association, hereby convenes the Extraordinary General Shareholders' Meeting of TOYA S.A., to be held on 20 November, 2018, at 11:00, at TOYA Golf & Country Club, ul. Rakowa 5, Kryniczno, 55-114 Wisznia Mała.

### **Agenda of the Extraordinary General Meeting of TOYA S.A.**

1. Opening the Extraordinary General Meeting.
2. Adopting a resolution in the matter of electing the Chairman of the Extraordinary General Meeting.
3. Declaring the Extraordinary 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 Extraordinary General Meeting.
5. Adopting a resolution in the matter of adopting the agenda of the Extraordinary General Meeting.
6. Adopting a resolution in the matter of appointing a Member of the Supervisory Board due to resignation of the current Supervisory Board Member in the person of Mr Tomasz Koprowski.
7. Winding up the Extraordinary General Meeting.

### **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 registering participation in the Extraordinary General Meeting) shall have the right to participate in the Extraordinary General Meeting of TOYA S.A. The date of participation registration shall be 4 November, 2018.

For the purpose of exercising the right to participate in the Extraordinary General Meeting, a shareholder must submit, no earlier than upon announcing the convening of the Extraordinary General Meeting and no later than on the first weekday of the date of registration of participation in the Extraordinary General Meeting, a request that the entity running a share account on their behalf issues a registered certificate on the right to participate in the Extraordinary 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

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participate in the Extraordinary General Meeting, the entities entitled to participate in the Extraordinary General Meeting or the attorneys of the same are requested to carry the aforementioned certificate with them.

The list of those entitled to participate in the Extraordinary General Meeting of 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 indicated shall be the certificates on the right to participate in the Company's Extraordinary General Meeting as issued by the aforementioned entities.

#### **List of shareholders**

The list of the shareholders entitled to participate in the Extraordinary 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 Extraordinary General Meeting, that is as of 15 November, 2018. The Company's shareholder may request that the list of the shareholders entitled to participate in the General Meeting be sent to them free of charge via electronic mail by stating their electronic mail address, to which the list must 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 request if they fail to be found in the list of the shareholders entitled to participate in the Extraordinary General Meeting.

#### **Description of procedures for participating and exercising the voting right at the Extraordinary General Meeting**

##### **Shareholder's right to request that certain matters be included in the agenda of the 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 Extraordinary General Meeting. Such a request must be submitted to the Company's Management Board no later than 21 days prior to the meeting date set, namely by 30 October, 2018. The request must contain substantiation or a draft of the resolution concerning the proposed item of the agenda. The request may be submitted in writing or electronic form to the address: [zwz@yato.pl](mailto: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/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2018-listopad/>

A shareholder or shareholders requesting that certain matters be included in the agenda shall be obliged to attach a deposit certificate to the request or a registered certificate on the right to participate in the General Meeting, issued by a competent entity, confirming the status of possession of the part of the Company's share capital as required to submit the above request as at the date of submitting the same.

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 case where further powers of attorney are granted, the continuity of such authorisation must be proved.

The obligation to attach the documents which are referred to above shall both apply to the written and electronic form of the request in the format proper for each of those forms (paper document or its copy or scan converted to PDF format). A request in the written form accompanied by a set of attachments must be submitted with confirmation of receipt at the Company's seat in Wrocław at ul. Sołtysowicka 13-15.

In the event that the request is transferred in electronic form – it must be sent to the e-mail address:

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zwz@yato.pl Any documents, namely the request form and the attachments must be sent in PDF format as attachments to the message.

TOYA S.A. shall be authorised to take actions aimed at identifying a shareholder (shareholders) and verifying the validity of the documents sent.

The Company's Management Board, however, no later than within 18 days prior to the date of the Extraordinary General Meeting set, namely by 2 November, 2018, shall announce changes to the agenda as introduced at the shareholders' request. The announcement shall take place in the manner proper for convening the General Meeting, namely through publication on the company's website.

**Shareholder's right to submit drafts of resolutions regarding matters introduced to the agenda of the Extraordinary General Meeting or matters which are to be introduced to the agenda prior to the date of the Extraordinary General Meeting.**

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may submit to the Company, prior to the date of the Extraordinary General Meeting, in writing or with the use of electronic means of communication, drafts of resolutions regarding matters introduced to the agenda of the Extraordinary General Meeting or matters which are to be introduced to the agenda. Those drafts must be submitted to the Company no later than 48 hours prior to the date of the Extraordinary General Meeting, due to the necessity to put the same on the Company's website. The submission of resolution drafts may take place in writing or electronic form, however, in each case it must be done on a properly completed and signed form available on the Company's website at the address: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2018-listopad/>

A shareholder or shareholders submitting their resolution drafts regarding matters introduced to the agenda of the General Meeting or matters which are to be included in the agenda prior to the date of the General Meeting shall be obliged to attach a deposit certificate to the request or a registered certificate on the right to participate in the Extraordinary General Meeting, issued by a competent entity, confirming the status of possession of the part of the Company's share capital as required to submit the above request as at the date of submitting the same.

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 case where further powers of attorney are granted, the continuity of such authorisation must be proved.

The obligation to attach the documents which are referred to above shall both apply to the written and electronic form of the request in the format proper for each of those forms (paper document or its copy or scan and conversion to PDF format). A request in the written form accompanied by a set of attachments must be submitted with confirmation of receipt at the Company's seat in Wrocław at ul. Softysowicka 13-15.

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.

TOYA S.A. shall be authorised 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 of the Extraordinary General Meeting.**

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During the Extraordinary 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 Extraordinary General Meeting and exercise the right to vote personally or via attorney. The attorney shall exercise all the shareholder's powers at the Extraordinary 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 Extraordinary 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 powers of attorney, the manner of notifying of granting a power of attorney in electronic form and the manner of verifying the validity of 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](mailto:zwz@yato.pl). TOYA S.A., on its website at the address: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2018-listopad/> 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 registered certificate on the shareholder's right to participate in the Extraordinary 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 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 19 November, 2018, 11.59 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 Extraordinary General Meeting. If the attorney at the Extraordinary General Meeting is a Member of the Management Board, Member of the Supervisory Board, liquidator, 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 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



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- 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 Extraordinary General Meeting
  - c) finding the compliance of the powers 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, TOYA S.A. 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 Extraordinary General Meeting.

#### **Manner of exercising the voting right by the Attorney by means of a form.**

On its website TOYA S.A., in the location: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2018-listopad/> 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. 402<sup>3</sup> §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 Extraordinary 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 General Meeting shall inform the Ordinary 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 Extraordinary 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.

#### **Information on alternative forms of participation in the General Meeting and exercising the voting right.**

TOYA S.A. does not provide for the possibility of taking part in the 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 General Meeting**

The full text of the documentation which is to be presented to the Extraordinary General Meeting and the drafts of resolutions are available at the address: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/nadzwyczajne-walne-zgromadzenie-akcjonariusz-2018-listopad/>

Any information regarding the Extraordinary General Meeting is available on the website at the address: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariusz-1/nadzwyczajne-walne-zgromadzenie-akcjonariuszy-2018-listopad/>

In the event of the Company's Management Board or the Company's Supervisory Board submitting remarks 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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about the matters included in the agenda of the General Meeting or matters which are to be introduced to the agenda before the date of the Extraordinary General Meeting, they shall be made available on the Company's website at the address: <http://yato.com/relacje-inwestorskie/walne-zgromadzenie-akcjonariuszy-1/nadzwyczajne-walne-zgromadzenie-akcjonariuszv-2018-listopad/>