

**ATTENTION!**

The present form, upon completion and signature in accordance with the instructions contained herein, must be submitted to the Company in writing or electronically - as an attachment in PDF format to electronic mail - along with original copies or authenticated copies of documents confirming that the Shareholder's representation is correct. The documents confirming that the Shareholder's representation is correct must also be then submitted to the Company in such form as subsequent attachments. A PDF format of the attachments is required. E-mail address for the service of the electronic form of the Request to the Company: zwz@yato.pl You may select and complete or reproduce relevant pages from the request (if such need arises).

The data must be entered correctly in connection with a potential verification or rejection of the request in case of incorrect data.

**Wrocław, dated 15 June, 2018**

(place)

(date)

**Management Board**

**TOYA SA  
ul. Sołtysowicka 13/15  
51-168 Wrocław**

**A REQUEST TO ENTER DRAFTS OF RESOLUTIONS CONCERNING MATTERS INTRODUCED TO THE AGENDA OF  
THE GENERAL MEETING OF TOYA SA**

**1. REQUESTOR**

**A Shareholder representing individually at least one-twentieth of the share capital in accordance with art. 401 § 4 of the Commercial Companies Code (CCC).**

**Tomasz Koprowski**

(first name, surname or name)

**Correspondence address: ul. Wybickiego 18/1, 51-144 Wrocław, Polska**

(address details, code, place, municipality, country)

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(alternatively registration details: KRS (National Court Register No.), Regon (Business Id. No.))

**kopertk@gmail.com tel.: 601 202 748**

(contact details: e-mail, telephone)

holding **14 266 684** shares of

(please enter the number of shares held)

TOYA SA making up **19.01%**

(please enter the percentage in the number of shares in total)

of the Company's share capital, authorising one to exercise **14 266 684** votes

(please enter the number of votes under the shares held)

at the General Meeting of TOYA SA, which makes up **19.01%** of the general number of votes.

(please enter the percentage in the number of votes in total)

**Represented by:**

The Shareholder is a physical person affixing their name under the request personally.

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

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(data of persons authorised to represent the Shareholder or determination of other manner of representation, if applicable)

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(data of persons authorised to represent the Shareholder or determination of other manner of representation, if applicable)

\* check the correct box

## **2. CONTENTS OF THE REQUEST**

Pursuant to art. 401 § 4 of CCC, the Requestor submits the following draft of resolution regarding matters introduced to the agenda of the General Meeting of TOYA SA with a registered seat in Wrocław, convened on 26 June, 2018:

Draft of the resolution for item 28 of the agenda announced:

**Resolution no. \_  
of the Ordinary General Meeting  
of TOYA SA with a registered seat in Wrocław  
dated 26 June, 2018  
in the matter of distributing profit for the fiscal year 2017**

**§1**

Pursuant to art. 395 § 2, item 2 of the Commercial Companies Code and § 26, section 1, letter b of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. resolves to distribute the net profit in the amount of PLN 35 377 628.13 (say: thirty-five million three hundred seventy-seven thousand six hundred twenty-eight zlotys thirteen grosz) in the following manner:

1. to designate the amount of PLN 35 269 846.22 (say: thirty-five million two hundred sixty-nine thousand eight hundred forty-six zlotys twenty-two grosz) towards the payment of a dividend for the shareholders, which makes up PLN 0.47 (say: forty-seven grosz) per each share,
2. to designate the remainder of the profit generated in the fiscal year 2017 in the amount of PLN 107 781.91 (say: one hundred seven thousand seven hundred eighty-one zlotys ninety-one grosz) towards the supplementary capital.

**§2**

The dividend date is set for 3 July, 2018.

**§3**

The payment of the dividend shall take place by 20 July, 2018.

**§4**

The resolution comes into force as of the day of adopting the same.

**SUBSTANTIATION:**

In the Shareholder's opinion, due to the current, good financial and economic situation of the Company, the payment of the profit generated in the fiscal year 2017 for the benefit of the shareholders is reasonable. A positive assessment with respect to the current condition of the Company is also expressed by the Management Board which recommended a solution giving possibility of expending the entirety of the profit generated for the benefit of the shareholders (by designating those funds towards the financing of the purchase of own shares).

Taking the above into consideration, the payment of the dividend shall not be disadvantageous to the Company and shall not interfere with its further operations and possibility of its growth. The payment of the dividend is - in comparison with the purchase - a simpler and more transparent instrument enabling the transfer of the funds to the shareholders.

### **3. REQUESTOR'S SIGNATURE**

*(Signature of /the Shareholder/ persons authorised to representation)*

Attachment - registered deposit certificate

#### **ATTENTION!**

*In case of a Shareholder - a legal person, institution or other entity - it is required to affix a signature in accordance with the rules of representation as applicable at the same and to attach to the request an extract from a relevant register or records, certifying the manner of the Shareholder's representation. The request must also be accompanied by a registered deposit certificate as issued by a relevant entity, confirming the Shareholder's possession of a part of the Company's share capital as required to submit the request as at the request submission date.*