

ATTENTION!

The present form, upon completion and signature in accordance with the instructions contained herein, must be submitted to the Company in writing along with original copies or authenticated copies of documents confirming that the Shareholder's representation is correct. The present form, upon completion and signature in accordance with the instructions contained herein, may also be submitted to the Company in electronic form as an attachment to electronic mail in PDF format. The documents confirming that the Shareholder's representation is correct must be then also 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

If need be, only those pages which apply to a given Requestor may be selected from the request and completed or reproduced. The data must be entered correctly in connection with a potential verification or rejection of the request in case of incorrect data.

Warsaw, dated 15 June, 2018

Management Board

TOYA SA

ul. Sołtysowicka 13-15

51 -168 Wrocław

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

1. REQUESTORS

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

The number of Shareholders submitting the request: **nine shareholders**

(please enter the number of shareholders)

The number of shares jointly held by the Shareholders **6 803 406**

(please enter the sum of shares)

which constitutes 9.07% of the share capital authorising

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

the persons indicated below to exercise **6 803 406** votes at

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

at the General Meeting of TOYA SA making up **9.07%**

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

of the general number of votes.

2. CONTENTS OF THE REQUEST

Pursuant to art. 401 § 4 of the Commercial Companies Code, the Requestors submit the following drafts of resolutions for matters introduced to the agenda of the Ordinary General Meeting of TOYA SA with a registered seat in Wrocław, convened on 26 June, 2018:

The draft of Resolution no. 19 for item 29 of the agenda of the Ordinary General Meeting of Shareholders of Toya S.A. and draft of resolution no. 20 for item 30 of the agenda of the Ordinary General Meeting of Shareholders of Toya S.A.

Resolution no. 19
of the Ordinary General Meeting of Shareholders
of TOYA S.A. with a registered seat in Wrocław
of _____
in the matter of establishing the reserve capital to purchase own shares of TOYA S.A.

§1

Acting pursuant to art. 396 §4 in connection with art. 362 § 2, item 3 of the Commercial Companies Code and § 10, item 5 of the Articles of Association of TOYA S.A. with a registered seat in Wrocław (hereinafter the “**Company**”), the Ordinary General Meeting of the Company resolves to establish a reserve capital in the amount of PLN 29 500 0000 (say: twenty-nine million five hundred thousand zlotys 00/100), by transferring the amount of PLN 29 500 000 (say: twenty-nine million five hundred thousand zlotys 00/100) from the amounts of the supplementary capital, which, according to art.348 § 1 of the Commercial Companies Code, may be designated for distribution. At the same time, acting pursuant to art. 396 § 5 of the Commercial Companies Code, the Ordinary General Meeting of Shareholders of the Company resolves to use the reserve capital which is referred to above in accordance with art. 362 § 2, item 3 of the Commercial Companies Code and the resolution in the matter of granting authorisation to the Company’s Management Board to purchase the Company’s own shares.

§ 2

The resolution comes into force upon the present Meeting adopting a resolution in the matter of granting authorisation to the Company’s Management Board to purchase the Company’s own shares.

Resolution no. 20
of the Ordinary General Meeting of Shareholders
of TOYA S.A. with a registered seat in Wrocław
of _____
in the matter of granting authorisation to the Management Board of TOYA S.A. to
purchase the Company’s own shares
for the purpose of their redemption.

§ 1

Pursuant to the provision under art. 362 § 1, item 5 and 8 of the Commercial Companies Code, the Management Board of TOYA Spółka Akcyjna with a registered seat in Wrocław (hereinafter the “**Company**”) is hereby authorised to purchase the Company’s own shares (hereinafter the “**Shares**”), upon the terms and conditions as described in the present resolution.

§ 2

The Company shall purchase the Shares upon the terms and principles as described below:

1. the number of the Shares purchased shall amount to the maximum of 2,418,033 (say: two million four hundred eighteen thousand thirty-three shares);
2. the aggregate nominal value of own shares purchased upon their purchase as well as remaining in the possession of the Company and its subsidiaries at a given time shall not

exceed 20% of the Company's share capital, including also the nominal value of own shares held by the Company and its subsidiaries;

3. the Shares purchased shall be fully paid up;
4. the amount of payment for one Share shall be from PLN 12.20 (say: twelve zlotys and 20/100) to PLN 16.50 (say: sixteen zlotys and 50/100),
5. the total payment for the Shares, increased by the costs of purchase, shall not be higher than the amount of the reserve capital established under the resolution in the matter of establishing the reserve capital to purchase own shares of TOYA S.A. of the present Ordinary General Meeting;
6. the purchase of the shares shall take place by way of own share purchase offer; the purchase of own shares shall take place in such a manner as to ensure equal treatment of all the Company's shareholders,
7. the Management Board is authorised to purchase the Shares until exhaustion of the funds from the reserve capital as established for this purpose, however, not longer than until 30 June, 2019;
8. commencing and ending the purchase of the Shares requires a separate resolution of the Management Board; the Management Board shall publicly announce detailed information regarding the purchase of the Shares, including the date the purchase of the Shares commences and ends;
9. the Shares as purchased by the Company shall be redeemed under a separate resolution of the general meeting.

§ 3.

The Management Board shall notify the next General Meeting of purchasing the Shares, in accordance with the provision under art. 363 §1 of the Commercial Companies Code.

§ 4.

The Company's Management Board is hereby authorised to perform any and all actual and legal transactions necessary to purchase the Shares and implement the present resolution, including to determine any additional terms and conditions and details of purchasing the Company's Shares, within the limits as provided for in the present Resolution, as may prove necessary to implement this authorisation.

§ 5.

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

3. SIGNATURES OF THE EXECUTORS

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

(Signature of the Shareholder/ persons authorised to representation)

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 an extract to the request 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.

Attachments:

1. *Deposit certificates confirming the possession of shares by investment funds whose body is ALTUS Towarzystwo Funduszy Inwestycyjnych S.A.*
2. *KRS extract of ALTUS TFI S.A. indicating the representation of the Investment Fund Company.*
3. *Extracts from the Register of Investment Funds for particular shareholders.*

Information on Shareholder no. 1

ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty Rynku Polskiego 2

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 0000290831

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

biuro@altustfi.pl, 22 380-32-85

(contact details: e-mail, telephone)

holding **1 196 868** shares of TOYA SA making up **1.59 %**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **1 196 868** votes

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

at the General Meeting of TOYA SA, which makes up **1.59 %** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 2

ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty - ALTUS ASZ FIZ Subfundusz ASZ Rynków Zagranicznych.

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 0000290831

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

biuro@altustfi.pl. 22 380-32-85

(contact details: e-mail, telephone)

holding **1 504 184** shares of TOYA SA making up **2.00 %**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **1 504 184** votes

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

at the General Meeting of TOYA SA, which makes up **2.00 %** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 3

ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty - ALTUS ASZ FIZ Subfundusz ASZ Rynku Polskiego.

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 000290831

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

biuro@altustfi.pl, 22 380-32-85

(contact details: e-mail, telephone)

holding **1 091 572** shares of TOYA SA making up **1.45%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **1 091 572** votes

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

at the General Meeting of TOYA SA, which makes up **1.45%** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 4

ALTUS Fundusz Inwestycyjny Zamknięty Aktywnej Alokacji Spółek Dywidendowych.

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 0000290831

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

biuro@altustfi.pl. 22 380-32-85

(contact details: e-mail, telephone)

holding **1 101 040** shares of TOYA SA making up **1.47%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **1 101 040** votes

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

at the General Meeting of TOYA SA, which makes up **1.47%** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 5

ALTUS Fundusz Inwestycyjny Otwarty Parasolowy - ALTUS Subfundusz Optymalnego Wzrostu.

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 000290831

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

biuro@altustfi.pl. 22 380-32-85

(contact details: e-mail, telephone)

holding **9 227** shares of TOYA SA making up **0.01%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **9 227** votes

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

at the General Meeting of TOYA SA, which makes up **0.01%** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 6

ALTUS Fundusz Inwestycyjny Otwarty Parasolowy - ALTUS Subfundusz Absolutnej Stopy Zwrotu Rynku Polskiego.

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 0000290831

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

biuro@altustfi.pl. 22 380-32-85

(contact details: e-mail, telephone)

holding **355 231** shares of TOYA SA making up **0.47%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **355 231** votes

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

at the General Meeting of TOYA SA, which makes up **0.47%** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 7

ALTUS Fundusz Inwestycyjny Zamknięty MultiStrategia

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 000290831

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

biuro@altustfi.pl. 22 380-32-85

(contact details: e-mail, telephone)

holding **500 000** shares of TOYA SA making up **0.67%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **500 000** votes

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

at the General Meeting of TOYA SA, which makes up **0.67%** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 8

ALTUS Fundusz Inwestycyjny Zamknięty Akcji +

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 000290831

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

biuro@altustfi.pl, 22 380-32-85

(contact details: e-mail, telephone)

holding **305 142** shares of TOYA SA making up **0.41%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **305 142** votes

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

at the General Meeting of TOYA SA, which makes up **0.41%** of the general number of votes.

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

Represented by:

- * Shareholder is a physical person affixing their name under the request personally.
 Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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Attachments:

1. Deposit certificate confirming the state of possession of the shares by the shareholder.
2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.

Information on Shareholder no. 9

ALTUS Absolutnej Stopy Zwrotu Fundusz Inwestycyjny Zamknięty Rynków Zagranicznych 2

(first name, surname or name)

Pankiewicza 3, 00-696 Warszawa

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

KRS 000290831

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

biuro@altustfi.pl. 22 380-32-85

(contact details: e-mail, telephone)

holding **740 142** shares of TOYA SA making up **0.99%**

(please enter the number of shares held)

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

of the Company's share capital, authorising one to exercise **740 142** votes

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

at the General Meeting of TOYA SA, which makes up **0.99%** of the general number of votes.

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

Represented by:

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

Shareholder is a legal person, institution or other entity.

Mr Andrzej Ladko

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

Mr Andrzej Zydorowicz

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

Andrzej Ladko

Andrzej Zydorowicz

Management Board Member

Management Board Member

(Signature of the Shareholder/ persons authorised to representation)

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2. Extract from the National Court Register (KRS) for ALTUS TFI SA, being the shareholder's body.
3. Extract from the Register of Investment Funds of the shareholder.