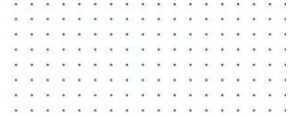




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**Resolution no. 1**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**  
**in the matter of electing the Chairman of the Ordinary General Meeting**

**§ 1**

Pursuant to art. 409.1 of the Commercial Companies Code (Act) and § 5 of the Rules of the General Meeting of TOYA S.A., the Ordinary General Meeting elects \_\_\_\_\_  
the Chairman of the General Meeting

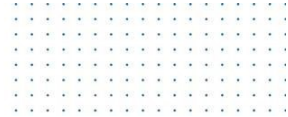
**§ 2**

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



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## **Resolution no. 2**

**of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław**

**of \_\_\_\_\_ 2018**

**in the matter of appointing the Returning Committee of the Ordinary General Meeting**

### **§1**

Pursuant to § 7, section 2 of the Rules of the General Meeting, the Ordinary General Meeting of TOYA S.A. hereby appoints the Returning Committee with the following composition:

- 1.
- 2.
- 3.

### **§2**

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



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**Resolution no. 3**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**  
**in the matter of adopting the agenda**

**§ 1**

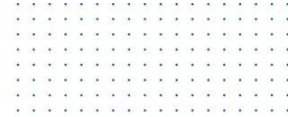
The Ordinary General Meeting adopts the following agenda:

- 1) Opening the Ordinary General Meeting.
- 2) Electing the Chairman of the General Meeting.
- 3) Declaring the General Meeting duly convened and capable of adopting resolutions.
- 4) Electing the Returning Committee of the Ordinary General Meeting.
- 5) Adopting the agenda.
- 6) Considering the report of the Management Board on the operations of TOYA S.A. in 2017.
- 7) Adopting a resolution in the matter of approving the report of the Management Board on the operations of TOYA S.A. for the fiscal year 2017.
- 8) Considering the financial statement of TOYA S.A. for the fiscal year 2017
- 9) Adopting a resolution in the matter of approving the financial statement of TOYA S.A. for the fiscal year 2017.
- 10) Considering the report of the Management Board on the operations of TOYA S.A. Capital Group in 2017.
- 11) Adopting a resolution in the matter of approving the report of the Management Board on the operations of TOYA S.A. Capital Group for the fiscal year 2017.
- 12) Considering the consolidated financial statement of TOYA S.A. Capital Group for the fiscal year 2017.
- 13) Adopting a resolution in the matter of approving the consolidated financial statement of TOYA S.A. Capital Group for the fiscal year 2017.
- 14) Considering the Supervisory Board's report containing an assessment of the Management Board's report on the operations of the Company and TOYA S.A. Capital Group for the fiscal year 2017 and the financial statement of the Company and TOYA S.A. Capital Group for the fiscal year 2017 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 2017.



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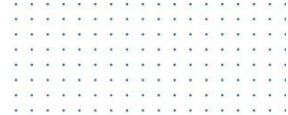


- 15) Adopting a resolution in the matter of approving the Supervisory Board's report for the year 2017, containing an assessment of the Management Board's report on the operations of the Company and TOYA S.A. Capital Group for the fiscal year 2017 and the financial statement of the Company and TOYA S.A. Capital Group for the fiscal year 2017 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 2017.
- 16) Considering the report on the operations of the Supervisory Board of TOYA S.A. for the fiscal year 2017, containing an assessment of the Company's situation while taking into account the internal control system and the system of managing risk significant for the Company, the compliance system and the internal audit function together with an assessment regarding financial reporting and operations.
- 17) Considering the assessment of the Supervisory Board in the matter of 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 with a registered seat in Warsaw and provisions regarding current and periodic information transferred by issuers of securities.
- 18) Considering the information of the Supervisory Board of TOYA S.A. regarding the lack of the Company's policy with respect to the Company's sponsorship, charity and other activity of similar nature in the fiscal year 2017.
- 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 year 2017.
- 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 year 2017.
- 21) Adopting a resolution in the matter of acknowledging the performance of duties by Mr Piotr Mondalski, the Chairman of the Supervisory Board, for the year 2017
- 22) Adopting a resolution in the matter of acknowledging the performance of duties by Mr Jan Szmidt, the Vice Chairman of the Supervisory Board, for the year 2017
- 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 year 2017
- 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 year 2017
- 25) Adopting a resolution in the matter of acknowledging the performance of duties by Mr Tomasz Koprowski, the member of the Supervisory Board, for the year 2017
- 26) Adopting a resolution in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the member of the Supervisory Board, for the year 2017



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- 27) Adopting a resolution in the matter of acknowledging the performance of duties by Mr Michał Kobus, the member of the Supervisory Board, for the year 2017
- 28) Adopting a resolution in the matter of distributing profit for the fiscal year 2017.
- 29) Adopting a resolution in the matter of establishing the reserve capital to purchase own shares of TOYA S.A.
- 30) Adopting a resolution 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.
- 31) Winding up the Ordinary General Meeting.

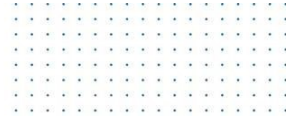
## § 2

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



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**Resolution no. 4**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**  
**in the matter of approving the Management Board's report**  
**on the operations of TOYA S.A. for the fiscal year 2017**

**§1**

Pursuant to art. 395.2, item 1 of the Commercial Companies Code and § 26, section 1, letter a of the Articles of Association of TOYA S.A., the Ordinary General Meeting, after having considered the report of the Management Board on the operations of TOYA S.A. for the fiscal year 2017, elects to approve the same.

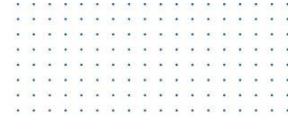
**§2**

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**Resolution no. 5**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**

**in the matter of approving the financial statement of TOYA S.A. for the fiscal year 2017.**

**§1**

Pursuant to art. 395.2, item 1 of the Commercial Companies Code and § 26, section 1, letter a of the Articles of Association of TOYA S.A., the Ordinary General Meeting, after having considered the financial statement of the Company for the fiscal year 2017, prepared as at 31 December, 2017, elects to approve the same, which is composed of the following:

- a statement of financial position prepared as at 31 December, 2017, which, on the side of assets as well as liabilities and equity shows the amount of PLN 226 183 thousand (say: two hundred twenty-six million one hundred and eighty-three thousand zlotys),
- a statement of profit or loss and other total income for the period from 1 January, 2017 to 31 December, 2017, showing total income in the amount of PLN 35 346 thousand (say: thirty-five million three hundred and forty-six thousand zlotys).
- a statement of changes in equity for the period from 1 January, 2017 to 31 December, 2017
- a cash flow statement for the period from 1 January, 2017 to 31 December, 2017
- additional information containing a description of the accounting principles adopted and other explanatory information

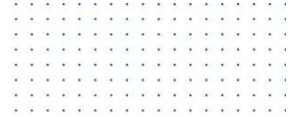
**§2**

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



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**Resolution no. 6**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**  
**in the matter of approving the Management Board's report**  
**on the operations of TOYA S.A. Capital Group in the fiscal year 2017.**

**§1**

Pursuant to art. 395.5 of the Commercial Companies Code, the Ordinary General Meeting of TOYA S.A., after having considered the report of the Management Board on the operations of TOYA S.A. Capital Group in the fiscal year 2017, elects to approve the same.

**§2**

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





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**Resolution no. 7**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**  
**in the matter of approving the consolidated financial statement of TOYA S.A. Capital Group**  
**for the fiscal year 2017.**

**§1**

Pursuant to art. 395.5 of the Commercial Companies Code and art. 63c, section 4 of the Accounting Act, the Ordinary General Meeting of TOYA S.A., after having considered the consolidated financial statement of TOYA S.A. Capital Group for the fiscal year 2017, elects to approve the same, which is composed of the following:

- a consolidated statement of financial position prepared as at 31 December, 2017, which, on the side of assets as well as liabilities and equity shows the amount of PLN 263 982 thousand (say: two hundred twenty-six million nine hundred and eighty-two thousand zlotys),
- a consolidated statement of profit or loss and other total income for the period from 1 January, 2017 to 31 December, 2017, showing total income in the amount of PLN 36 766 thousand (say: thirty-six million seven hundred and sixty-six thousand zlotys),
- a consolidated statement of changes in equity for the period from 1 January, 2017 to 31 December, 2017,
- a consolidated cash flow statement for the period from 1 January, 2017 to 31 December, 2017,
- additional information containing a description of the accounting principles adopted and other explanatory information

**§2**

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



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**Resolution no. 8**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**

**in the matter of approving the report of the Supervisory Board for the year 2017, containing an assessment of the report of the Management Board on the operations of the Company and TOYA S.A. Capital Group for the fiscal year 2017 and the financial statement of the Company and TOYA Capital Group for the fiscal year 2017 with respect to their compliance with the books and documents and with the actual situation as well as the motion of the Management Board as to the distribution of profit for the fiscal year 2017.**

**§1**

Pursuant to §26, section 1, letter a of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. elects to approve, after having considered the same, the Supervisory Board's report on the results of assessing:

- the report of the Management Board on the operations of the Company and the Capital Group for the fiscal year 2017,
- the financial statement of the Company and the Capital Group for the fiscal year 2017,
- the motion of the Management Board as to the manner of distributing profit for the fiscal year 2017.

**§2**

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



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**Resolution no. 9**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the year 2017.**

**§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the period from 1 January, 2017 to 31 December, 2017.

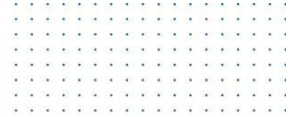
**§2**

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



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**Resolution no. 10**

**of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław**

**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the year 2017.**

**§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of the duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the period from 1 January, 2017 to 31 December, 2017.

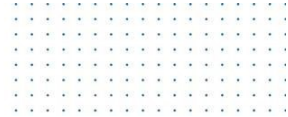
**§2**

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**Resolution no. 11**

**of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław**

**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Piotr Mondalski, the Chairman of the Supervisory Board, for the year 2017**

**§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and §26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Piotr Mondalski, the Chairman of the Supervisory Board, for the period from January, 2017 to 31 December, 2017.

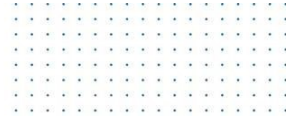
**§2**

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**Resolution no. 12**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Jan Szmids, the Vice Chairman of the Supervisory Board, for the year 2017**

**§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Jan Szmids, the Vice Chairman of the Supervisory Board, for the period from 1 January, 2017 to 31 December, 2017.

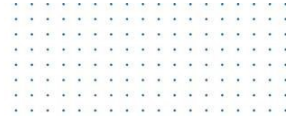
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### **Resolution no. 13**

**of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław**

**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Grzegorz Maciąg, the member of the Supervisory Board, for the year 2017**

#### **§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Grzegorz Maciąg, the member of the Supervisory Board, for the period from 1 January, 2017 to 31 December, 2017.

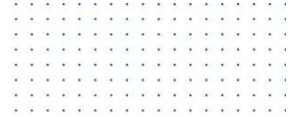
#### **§2**

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## **Resolution no. 14**

**of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław**

**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Dariusz Górka, the member of the Supervisory Board, for the year 2017**

### **§1**

Pursuant to art. 395.2 item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Dariusz Górka, the member of the Supervisory Board, for the period from 1 January, 2017 to 31 December, 2017.

### **§2**

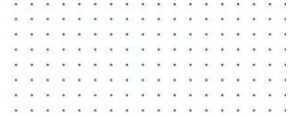
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**Resolution no. 15**

**of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław**

**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Tomasz Koprowski, the member of the Supervisory Board, for the year 2017**

**§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Tomasz Koprowski, the member of the Supervisory Board, for the period from 1 January, 2017 to 31 December, 2017.

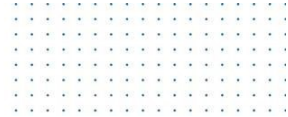
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**Resolution no. 16**  
**of the Ordinary General Meeting of Shareholders**  
**of TOYA S.A. with a registered seat in Wrocław**  
**of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the member of the Supervisory Board, for the year 2017**

**§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Wojciech Papierak, the member of the Supervisory Board, for the period from 1 January, 2017 to 31 December, 2017.

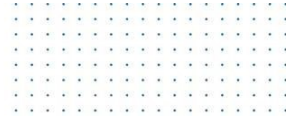
**§2**

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



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## **Resolution no. 17**

### **of the Ordinary General Meeting of Shareholders**

**of TOYA S.A. with a registered seat in Wrocław  
of \_\_\_\_\_ 2018**

**in the matter of acknowledging the performance of duties by Mr Michał Kobus, the member of the  
Supervisory Board, for the year 2017**

#### **§1**

Pursuant to art. 395.2, item 3 of the Commercial Companies Code and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A. acknowledges the performance of duties by Mr Michał Kobus, the member of the Supervisory Board, for the period from 1 January, 2017 to 31 December, 2017.

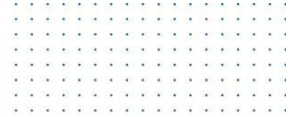
#### **§2**

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



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## **Resolution no. 18**

**of the Ordinary General Meeting of Shareholders  
of TOYA S.A. with a registered seat in Wrocław of**

**\_\_\_\_\_ 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. elects to divide the net profit for the fiscal year 2017 in the amount of PLN 35 377 628.13 (say: thirty-five million three hundred seventy-seven thousand six hundred twenty-eight zlotys 13/100) in the following manner:

- to allocate the net profit for the fiscal year 2017 in the amount of PLN 35 377 628.13 (say: thirty-five million three hundred seventy-seven thousand six hundred and twenty-eight zlotys 13/100) in full towards the reserve capital.

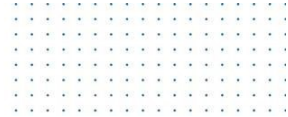
### **§2**

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



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**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 elects to establish the reserve capital in the amount of PLN 17 850 000 (say: seventeen million eight hundred and fifty thousand zlotys 00/100), by transferring the amount of PLN 17 850 000 (say: seventeen million eight hundred and fifty thousand zlotys 00/100) from the amounts of the supplementary capital which, according to provision of 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 the Company elects to use the reserve capital which is referred to above in accordance with art. 362.2, item 3 of the Commercial Companies Code and by way of resolution in the matter of granting authorisation to the Management Board to purchase the Company’s own shares.

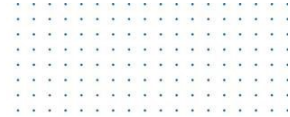
**§ 2**

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.



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## **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 of 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**

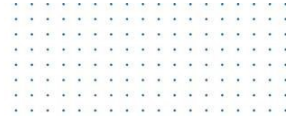
The Company shall purchase the Shares upon the terms and principles as described below:

1. the number of the Shares purchased shall amount up to the maximum of 1,450,000 (say: one million four hundred and fifty thousand 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;
4. the amount of the 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;



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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 purchasing 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 nearest General Meeting of purchasing the Shares, in accordance with the provision of art. 363.1 of the Commercial Companies Code.

### **§ 4.**

The Company's Management Board is 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.