

Resolution no. 1
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the selection of Chairman of the General Shareholders Meeting

§ 1

Under the Art. 409 § 1 of the Commercial Companies Code and § 5 of the Regulation of the General Shareholders Meeting of TOYA S.A. Company, the Ordinary General Shareholders Meeting shall choose _____ as the Chairman of the General Shareholders Meeting

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 2
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the selection of the Vote Counting Committee of the Ordinary General Shareholders
Meeting

§ 1

Under § 7, s. 2 of the General Shareholders Meeting Regulations, the Ordinary General Shareholders Meeting of TOYA S.A. shall appoint the Vote Counting Committee in the following composition:

- 1.
- 2.
- 3.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 3
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the adoption of agenda

§ 1

The Ordinary General Shareholders Meeting has adopted the following agenda:

- 1) The opening of the Ordinary General Shareholders Meeting.
- 2) The selection of Chairman of the General Shareholders Meeting.
- 3) The validation of the calling of General Shareholders Meeting and its ability to decide.
- 4) The selection of the Vote Counting Committee of the Ordinary General Shareholders Meeting.
- 5) The adoption of agenda.
- 6) The examination of the Directors' report on the activity of the TOTA S.A. in 2016.
- 7) The adoption of a resolution regarding the approval of the Directors' report on the activity of the TOTA S.A. for the financial year 2016.
- 8) The examination of the TOYA S.A. Company's financial statement for the financial year 2016.
- 9) The adoption of a resolution regarding the approval of the TOYA S.A. Company's financial statement for the financial year 2016.
- 10) The examination of the Directors' report on the activity of the TOYA S.A. TOYA Group in 2016.
- 11) The adoption of a resolution regarding the approval of the Directors' report on the activity of the TOYA S.A. TOYA Group in financial year 2016.
- 12) The examination of the TOYA S.A. TOYA Group consolidated financial statement for the financial year 2016.
- 13) The adoption of a resolution regarding the approval of the TOYA S.A. TOYA Group consolidated financial statement for the financial year 2016.
- 14) The examination of the Supervisory Board's report containing the assessment of the Directors' report of the TOTA S.A. and TOYA Group activity for financial year 2016 and financial statement of the TOTA S.A. and TOYA Group activity for financial year 2016 in the scope of their compliance with records and documents, as well as with the actual state and the Management Board's request regarding the division of profits for year 2016.
- 15) The adoption of a resolution regarding the approval of the Supervisory Board's report for year 2016 containing the assessment of the Directors' report of the TOTA S.A. and TOYA Group activity for financial year 2016 and financial statement of the TOTA S.A. and TOYA Group activity for financial year 2016 in the scope of their compliance with records and documents, as well as with the actual state and the Management Board's request regarding the division of profits for year 2016.
- 16) The examination of the TOYA S.A.'s Supervisory Board activity report for the financial year 2016 that contains the assessment of the Company's situation with the inclusion of internal control system, risk management system important for the Company, compliance system, and internal audit function along with the evaluation regarding the financial report and business activity.
- 17) The examination of the Supervisory Board's assessment regarding the method of fulfilling by the Company the information duties concerning the use of corporate governance rules determined in the Warsaw Stock Exchange Rules and provisions concerning the current and temporary information forwarded by the Stock Issuers.
- 18) The examination of the information regarding the policy in the scope of sponsoring activity, charity activity, or other activity of similar nature run by the Company in financial year 2016.
- 19) The adoption of a resolution regarding the granting of a discharge to the Management Board President Grzegorz Pinkosz for fulfilling duties for year 2016.
- 20) The adoption of a resolution regarding the granting of a discharge to the Management Board Vice President Maciej Lubnauer for fulfilling duties for year 2016.

- 21) The decision regarding the granting of a discharge to the Management Board Vice President Dariusz Hajek for fulfilling duties from 1st January 2016 to 20th September 2016.
- 22) The adoption of a resolution regarding the granting of a discharge to Mr Piotr Mondalski for fulfilling the duties of Supervisory Board Chairman for year 2016.
- 23) The adoption of a resolution regarding the granting of a discharge to Mr Jan Szmidt for fulfilling the duties of Supervisory Board Deputy Chairman for year 2016.
- 24) The adoption of a resolution regarding the granting of a discharge to Mr Grzegorz Maciąg for fulfilling the duties of Supervisory Board Member for year 2016.
- 25) The adoption of a resolution regarding the granting of a discharge to Mr Dariusz Górka for fulfilling the duties of Supervisory Board Member for year 2016.
- 26) The adoption of a resolution regarding the granting of a discharge to Mr Tomasz Koprowski for fulfilling the duties of Supervisory Board Member for year 2016.
- 27) The adoption of a resolution regarding the division of profits for financial year 2016.
- 28) The adoption of a resolution regarding the creation of reserve capital for the purchase of own shares of the TOYA S.A. Company.
- 29) The adoption of a resolution regarding the granting of authorisation to TOYA S.A.'s Management Board for purchasing 4,990,000 own shares of the Company by 30th June 2018.
- 30) The adoption of a resolution regarding the specifying of the number of TOYA S.A.'s Supervisory Board members for new term.
- 31) The adoption of a resolution regarding the appointment of Supervisory Board members for new term.
- 32) The adoption of a resolution regarding the specifying remuneration for the Supervisory Board members.
- 33) The closure of the General Shareholders Meeting session.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 4
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the approval of the Directors' report on the activity of the TOTA S.A. for the financial
year 2016

§ 1

Under Art. 395, § 2, pt. 1 of the Commercial Companies Code and § 26, s. 1, let. a of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A., after the examination, shall approve the Directors' report on the activity of the Company in year 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 5
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017

regarding the approval of the TOYA S.A. Company's financial statement for the financial year 2016.

§ 1

Under Art. 395, § 2, pt. 1 of the Commercial Companies Code and § 26, s. 1, let. a of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A., after the examination, shall approve the Company's financial statement drawn on 31st December 2016, which include:

- statement of financial position as at 31st December 2016, which shows on the side of assets and liabilities and equity the amount of 209,379 thousand PLN (in words: two hundred nine million and three hundred seventy-nine thousand PLN),
- statement of comprehensive income for the period from 1st January 2016 to 31st December 2016, which shows the comprehensive income in the amount of 29,644 thousand PLN (in words: twenty-nine million six hundred forty-four thousand PLN)
- statement of changes in equity for the period from 1st January 2016 to 31st December 2016
- cash flow statement for the period from 1st January 2016 to 31st December 2016
- note on accounting policies as adopted and other explanations

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 6
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the approval of the Directors' report on the activity of the TOYA S.A. TOYA Group in
financial year 2016.

§ 1

Under Art. 395, § 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of TOYA S.A., after the examination, shall approve the Directors' report on the activity of the TOYA Group in year 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 7
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the approval of the TOYA S.A. TOYA Group consolidated financial statement for the
financial year 2016.

§ 1

Under Art. 395, § 5, pt. 2 of the Commercial Companies Code in relation to Art. 63c, s. 4 of the Act on Accounting, the Ordinary General Shareholders Meeting of TOYA S.A., after the examination, shall decide to approve the consolidated financial statement of the TOYA S.A. TOYA Group drawn on 31st December 2016, which include:

- statement of financial position as at 31st December 2016, which shows on the side of assets and liabilities and equity the amount of 236,263 thousand PLN (in words: two hundred thirty-six million and two hundred sixty-three thousand PLN),
- statement of comprehensive income for the period from 1st January 2016 to 31st December 2016, which shows the total revenues in the amount of 33,250 thousand PLN (in words: thirty-three million two hundred fifty thousand PLN),
- statement of changes in equity for the period from 1st January 2016 to 31st December 2016,
- cash flow statement for the period from 1st January 2016 to 31st December 2016,
- note on accounting policies as adopted and other explanations.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 8
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017

regarding the approval of the Supervisory Board's report for year 2016 containing the assessment of the Directors' report of the TOTA S.A. and TOYA Group activity for financial year 2016 and financial statement of the TOTA S.A. and TOYA Group activity for financial year 2016 in the scope of their compliance with records and documents, as well as with the actual state and the Management Board's request regarding the division of profits for year 2016.

§ 1

Under § 26, s.1, let. a of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A., after the examination, shall approve the Supervisory Board's report on revaluation results of:

- the Directors' report on the activity of the Company and TOYA Group for the financial year 2016,
- the financial statement of the Company and TOYA Group for the financial year 2016,
- The Management Board's request regarding the division of profits for financial year 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 9
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to the Management Board President Grzegorz Pinkosz for
fulfilling duties for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Grzegorz Pinkosz for fulfilling the duties of Management Board President for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 10
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to the Management Board Vice President Maciej Lubnauer
for fulfilling duties for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Maciej Lubnauer for fulfilling the duties of Management Board Vice-President for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 11
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to the Management Board Vice President Dariusz Hajek for
fulfilling duties from 1st January 2016 to 20th September 2016.

§ 1

Under Art. 395, § 2, pt. 2 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Dariusz Hajek for fulfilling the duties of Management Board Vice-President for the period from 1st January 2016 to 20th September 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 12
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to Mr Piotr Mondalski for fulfilling the duties of Supervisory
Board Chairman for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Piotr Mondalski for fulfilling the duties of Supervisory Board Chairman for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 13
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to Mr Jan Szmidt for fulfilling the duties of Supervisory Board
Deputy Chairman for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Jan Szmidt for fulfilling the duties of Supervisory Board Deputy Chairman for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 14
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to Mr Grzegorz Maciąg for fulfilling the duties of Supervisory
Board Member for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Grzegorz Maciąg for fulfilling the duties of Supervisory Board Member for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 15
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to Mr Dariusz Górka for fulfilling the duties of Supervisory
Board Member for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Dariusz Górka for fulfilling the duties of Supervisory Board Member for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 16
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of a discharge to Mr Tomasz Koprowski for fulfilling the duties of
Supervisory Board Member for year 2016.

§ 1

Under Art. 395, § 2, pt. 3 of the Commercial Companies Code and § 26, s. 1, let. c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall grant a discharge to Mr Tomasz Koprowski for fulfilling the duties of Supervisory Board Member for the period from 1st January 2016 to 31st December 2016.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 17
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the division of profits for financial year 2016.

§ 1

Under Art. 395, § 2, pt. 2 of the Commercial Companies Code and § 26, s. 1, let. b of the Articles of Association of TOYA S.A., the Ordinary General Shareholders Meeting of TOYA S.A. shall decide to share the net profit for the financial year 2016 in the amount of 29,597,540.26 PLN (in words: twenty-nine million five hundred ninety-seven thousand five hundred forty and 26/100 PLN) in the following way:

- the net profit for the financial year 2016 in the amount of 29,597,540.26 PLN (in words: twenty-nine million five hundred ninety-seven thousand five hundred forty and 26/100 PLN) shall be allocated fully to the reserve capital.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 18
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017

regarding the creation of reserve capital for the purchase of own shares of the TOYA S.A. Company.

§ 1

Acting on the base of Art. 396 § 4 in relation to Art. 362 § 2 pt. 3 of the Commercial Companies Code and § 10 pt. 5 of the Statute of TOYA S.A. with office in Wrocław (hereinafter "the Company"), the Ordinary General Shareholders Meeting of the Company shall decide to create a reserve capital in the amount of 29,597,540.26 PLN (in words: twenty-nine million five hundred ninety-seven thousand five hundred forty and 26/100 PLN) by transferring the amount of 29,597,540.26 PLN (in words: twenty-nine million five hundred ninety-seven thousand five hundred forty and 26/100 PLN) from the amounts of reserve capital, which in accordance with provision Art. 348 § 1 of the Commercial Companies Code can be made available for distribution. At the same time, acting on the base of Art. 396 § 5 of the Commercial Companies Code, the Ordinary General Shareholders Meeting of the Company shall declare that the reserve capital mentioned above will be used pursuant to Art. 362 § 2, pt. 3 of the Commercial Companies Code and the resolution regarding granting the Company's Management Board the authorisation to purchase the Company's own shares.

§ 2

The resolution shall enter into force at the moment of this Meeting adopting a resolution regarding granting the Company's Management Board the authorisation to purchase the Company's own shares.

Resolution no. 19
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the granting of authorisation to TOYA S.A.'s Management Board for purchasing
4,990,000 own shares of the Company by 30th June 2018.

§ 1

Under Art. 362, § 1, pt. 5 and 8 of the Commercial Companies Code, the Management Board of TOYA Spółka Akcyjna with office in Wrocław (hereinafter "the Company") shall be authorised to purchase the Company's own shares (hereinafter "Shares") on the conditions described in this resolution.

§ 2

The Company will purchase the Shares on the conditions and rules described below:

- 1) the maximal amount of purchased Shares shall not exceed 4,990,000 (in words: four million nine hundred ninety thousand);
- 2) the total face value of purchased own shares at the moment of their purchase and in the possession of the Company and its subsidiaries at a given moment shall not exceed 20% of the Company's share capital, including the face value of own shares in the possession of the Company and its subsidiaries;
- 3) the purchased Shares shall be fully covered;
- 4) the amount of minimal payment for one Share shall be 5.90 PLN (in words: five 90/100 PLN) and the amount of maximal payment for one Share shall be 7.30 PLN (in words seven 30/100 PLN);
- 5) the total payment for Shares, increased by costs of purchasing, shall not be bigger than the amount of reserve capital created under the resolution regarding the creation of reserve capital for the purchase of own shares of the TOTA S.A. of this Ordinary General Shareholders Meeting;
- 6) the purchase of Shares shall be executed in a transaction or transactions on the regulated market of the Warsaw Stock Exchange, in transaction or transaction outside of the regulated market, or by way of common Share buyout, where the acquisition of own shares will occur in such a way that will provide equal treatment of all of the Company's shareholders; The shares shall be purchased directly by the Company or through an investment firm;
- 7) the Management Board shall be authorised to purchase Shares until financial resources in the reserve capital created for this purpose are exhausted, but no later than by 30th June 2018;
- 8) the beginning and end of the purchase of Shares shall require separate resolutions of the Management Board; The Management Board will make available for the public the detailed information regarding the purchase of Shares, including the date of beginning and end of the purchase of Shares;
- 9) the Shares purchased by the Company shall be remitted on the basis of a separate resolution of the General Shareholders Meeting; The Management Board shall be entitled to set the goal or goals of purchasing own shares within the limits prognosed in this resolution and to dispose of shares purchased by the Company with the restriction of acquiring prior consent of the Supervisory Board. In particular the Shares shall be intended for further resale, exchange, or for other purpose determined with the Management Board's resolution, as well as to transfer the ownership of the Shares in relation to the execution of potential acquisitions in terms of further development of the Company.

§ 3

The Management Board shall inform the nearest General Shareholders Meeting about the purchase of Shares in accordance with the Art. 363 § 1 of the Commercial Companies Code.

§ 4

The Company's Management Board shall be authorised to perform any legal and factual actions necessary to purchase Shares and execute this resolution, including the determination of any additional conditions and details of the purchase of Company's Shares within the limits foreseen in this Resolution if they prove to be necessary to execute this authorisation.

§5

The resolution shall enter into force from the moment of its adoption.

Resolution no. 20
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the specifying of the number of TOYA S.A.'s Supervisory Board members for new term

§ 1

Under Art. 385, § 1 of the Commercial Companies Code, § 16, s. 1 of the Articles of Association of TOYA S.A., and § 13, s. 1 of the TOYA S.A. General Shareholders Meeting Regulations, the Ordinary General Shareholders Meeting of TOYA S.A. shall declare that the Supervisory Board of TOYA S.A. for the new 3-year term will consist of _____ members.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 21
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the appointment of Supervisory Board members for new term.

§ 1

Under Art. 385, § 1 of the Commercial Companies Code and § 16, s. 2 of the Company's Statute, the Ordinary General Shareholders Meeting of TOYA S.A. shall appoint Mr/Mrs _____ for the Member of the Supervisory Board of TOYA S.A.

§ 2

The resolution shall enter into force on the day of its adoption.

Resolution no. 45
of the Ordinary General Shareholders Meeting
of TOYA SA Company with office in Wrocław
dated _____ 2017
regarding the specifying remuneration for the Supervisory Board members.

§ 1

Under § 26, s. 1, let. k of the Company's Statute, the Ordinary General Shareholders Meeting shall determine the remuneration of Supervisory Board members in the following way:

The following Supervisory Board members shall receive a monthly remuneration in the amount of:

Mr/Mrs _____

Mr/Mrs _____

Mr/Mrs _____

§ 2

The resolution shall enter into force on the day of its adoption.