

Resolution no. 1
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of electing the Chairman of the General Meeting of Shareholders

§1

Pursuant to Art. 409 § 1 of the Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 5 of the Rules of the General Meeting of Shareholders of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. elects Mr Maciej Domagała the Chairman of the General Meeting of Shareholders.

§2

The resolution comes into force upon its adoption.

In a **secret** voting, the number of shares under which the valid votes were cast amounts to 73 502 528. The percentage share of shares under which the valid votes were cast in the share capital forms 97.95% and the total number of valid votes is 73 502 528, including: 73 502 528 “in favour” , 0 “against” and 0 “abstained” votes.

Resolution no. 2
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

**in the matter of abstaining from electing the Returning Committee of the Annual
General Meeting of Shareholders**

§1

The Annual General Meeting of Shareholders of TOYA S.A. hereby resolves to abstain from electing the Returning Committee and to entrust the vote counting to the Chairman with assistance of a company running electronic voting that is present at the Annual General Meeting of Shareholders.

§ 2

The resolution comes into force upon its adoption

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “ in favour” , 0 “against” and 0 “abstained” votes.

Resolution no. 3
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of adopting the agenda of the Annual General Meeting of Shareholders

§1

The Annual General Meeting of Shareholders of TOYA S.A. hereby adopts the following agenda:.....

- 1. Opening the Annual General Meeting of Shareholders.*
- 2. Adopting the resolution in the matter of electing the Chairman of the General Meeting of Shareholders.*
- 3. Declaring the Annual General Meeting of Shareholders to be duly convened and capable of adopting resolutions.*
- 4. Adopting the resolution for abstaining from election of the Returning Committee of the Annual General Meeting of Shareholders.*
- 5. Adoption of resolution in the matter of adopting the agenda of the Annual General Meeting of Shareholders..*
- 6. Considering the Director's Report on the operations of TOYA S.A. for 2018.*
- 7. Adopting the resolution in the matter of approving the Director's Report on the operations of TOYA S.A. for 2018.....*
- 8. Considering the standalone financial statements of TOYA S.A. for the financial year which ended on 31 December 2018.*
- 9. Adopting the resolution in the matter of approving the standalone financial statements of TOYA S.A. for the financial year which ended on 31 December 2018.*
- 10. Considering the report of the Director's Report on the operations of TOYA S.A. Capital Group for 2018.*
- 11. Adopting the resolution in the matter of approving the Director's Report on the operations of TOYA S.A. Capital Group for 2018.*
- 12. Considering the consolidated financial statements of TOYA S.A. Capital Group for the financial year which ended on 31 December 2018.*
- 13. Adopting the resolution in the matter of approving the consolidated financial statements of TOYA S.A. Capital Group for the financial year 2018.*
- 14. Considering the Supervisory Board's report concerning the assessment of the Director's Report on the operation of TOYA S.A. and Director's Report on the operation of TOYA S.A. Capital Group for 2018 and the standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year which ended on 31 December 2018 in the scope of their compliance with books and documents as well as with actual situation and the request of the Management Board regarding distribution of profit for the financial year 2018.*
- 15. Adopting the resolution in the matter of approving the Supervisory Board's report concerning the assessment of the Director's Report on the operations of TOYA S.A. and Director's Report on the operations of TOYA*

S.A. Capital Group for 2018 and the standalone financial statements of TOYA S.A. and the consolidated financial statements of TOYA S.A. Capital Group for financial year which ended on 31 December 2018 in the scope of their compliance with books and documents as well as with actual situation and the request of the Management Board regarding distribution of profit for the financial year which ended on 31 December 2018.

- 16. Considering the report on the operations of the Supervisory Board for the financial year which ended on 31 December 2018, including the annual assessment of the Company's situation, taking into account the internal control system, risk management system, compliance system and internal audit function along with an assessment regarding financial reporting and operations.*
- 17. Considering the assessment of the Supervisory Board concerning the manner in which the Company acts to maintain the compliance with its information duties regarding the application of the corporate governance rules specified in the Rules of Warsaw Stock Exchange and provisions regarding current and periodic information provided by issuers of securities.*
- 18. Considering the information of the Supervisory Board regarding the lack of Company's policy in the scope of the Company's sponsorship, charity or other activity of similar nature in the financial year which ended on 31 December 2018.*
- 19. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the financial year which ended on 31 December 2018.*
- 20. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the financial year which ended on 31 December 2018.*
- 21. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Piotr Mondalski, the Chairman of the Supervisory Board, for the financial year which ended on 31 December 2018.*
- 22. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Jan Szmidt, the Vice Chairman of the Supervisory Board, for the financial year which ended on 31 December 2018.*
- 23. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Grzegorz Maciąg, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.*
- 24. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Dariusz Górka, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.*
- 25. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.*
- 26. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Michał Kobus, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.*
- 27. Adopting the resolution in the matter of acknowledging the performance*

- of duties by Mrs Beata Szmidt, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.....*
- 28. Adopting the resolution in the matter of acknowledging the performance of duties by Mr Tomasz Koprowski, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.....*
- 29 Adopting the resolution in the matter of distribution of profit for the financial year which ended on 31 December 2018*
- 30. Adopting the resolution in the matter of establishing the reserve capital to acquire own shares of TOYA S.A.*
- 31. Adopting the resolution in the matter of granting an authorization to the Management Board of TOYA S.A. to acquire the Company's own shares....*
- 32. Any other business*
- 33. Closing the Annual General Meeting of Shareholders.*

§2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes..

Resolution no. 4
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of approving the report of the Management Board on the operations
of TOYA S.A. for the financial year 2018.

§ 1

Pursuant to Art. 395 § 2, point 1 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and §26, section 1, letter a of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. approves, upon consideration, the Director's Report on the operations of TOYA S.A. for 2018.....

§ 2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 5
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of approving the separate financial statements of TOYA S.A. for the financial year which ended on 31 December 2018

§ 1

Pursuant to Art. 395 § 2, point 1 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and §26, section 1, letter a of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. approves, upon consideration, the standalone financial statements of TOYA S.A. for the financial year which ended on 31 December 2018, which is composed of the following:

- *the statement of financial position prepared as at 31 December 2018, which, on the side of assets as well as liabilities and equity shows the amount of PLN 289 782 thousand (say: two hundred eighty-nine million seven hundred eighty-two thousand Zloty),*
- *the statement of profit and loss and other comprehensive income for the period from 1 January 2018 to 31 December 2018 showing total income in the amount of PLN 39 200 thousand (say: thirty-nine million two hundred thousand Zloty).....*
- *the statement on changes in equity for the period from 1 January 2018 to 31 December 2018*
- *the cash flow statement for the period from 1 January 2018 to 31 December 2018.*
- *the accounting policy and other explanatory information*

§ 2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes..

Resolution no. 6
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019
in the matter of approving the Director's Report
on the operations of TOYA S.A. Capital Group for 2018

§ 1

Pursuant to Art. 395 § 5 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505), the Annual General Meeting of Shareholders of TOYA S.A. approves, upon consideration, the Director's Report on the operations of TOYA S.A. Capital Group for 2018

§ 2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 "in favour", 0 "against" and 0 "abstained" votes..

Resolution no. 7
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of approving the consolidated financial statements of TOYA S.A.
Capital Group for the financial year 2018.

§ 1

Pursuant to Art. 395 § 5 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) in conjunction with Art. 63c, section 4 of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351), the Annual General Meeting of Shareholders of TOYA S.A. approves, upon consideration, the consolidated financial statements of TOYA S.A. Capital Group for the financial year 2018, which is composed of the following:

- *the consolidated statement of financial position prepared as at 31 December 2018, which, on the side of assets as well as liabilities and equity shows the amount of PLN 346 113 thousand (say: three hundred forty-six million one hundred thirteen thousand Zloty),*
- *the consolidated statement of profit or loss and other comprehensive income for the period from 1 January 2018 to 31 December 2018 showing total income in the amount of PLN 44 827 thousand (say: forty-four million eight hundred twenty-seven thousand Zloty),*
- *the consolidated statement of changes in equity for the period from 1 January 2018 to 31 December 2018,*
- *the consolidated statement of cash flow for the period from 1 January 2018 to 31 December 2018,*
- *the accounting policy and other explanatory information.....*

§ 2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes..

Resolution no. 8
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of approving the report of the Supervisory Board, containing the assessment of the Director's Report on the operations of TOYA S.A. and the report of the Management Board on the operations of TOYA S.A. Capital Group for 2018 as well as the standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year which ended on 31 December 2018 in the scope of their compliance with books, documents and actual situation as well as the request of the Management Board regarding the distribution of profit for the financial year which ended on 31 December 2018.

§ 1

Pursuant to §26, section 1, letter a of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. approves, upon consideration, the report of the Supervisory Board on the results of the assessment of:

- the Director's Report on the operations of TOYA S.A. and TOYA Capital Group for 2018,
- the standalone financial statements of TOYA S.A. and consolidated financial statements of TOYA S.A. Capital Group for the financial year which ended on 31 December 2018, in the scope of their compliance with the books, documents and actual situation, and.....
- the request of the Management Board regarding the manner of profit distribution for the financial year which ended on 31 December 2018

§2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 61 635 844 "in favour", 0 "against" and 11 866 684 "abstained" votes..

Resolution no. 9
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of acknowledging the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the financial year which ended on 31 December 2018

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. acknowledges the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the financial year which ended on 31 December 2018.

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 355 727
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.75%.....
- the total number of valid votes is 73 355 727, including 73 355 727 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 10
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

**in the matter of acknowledging the performance of duties by Mr Maciej
Lubnauer, the Vice President of the Management Board, for the financial year
which ended on 31 December 2018**

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A acknowledges the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the financial year which ended on 31 December 2018.

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 440 697,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.87%.....
- the total number of valid votes is 73 440 697, including 73 440 697 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 11
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

**in the matter of acknowledging the performance of duties by Mr Piotr Mondalski,
the Chairman of the Supervisory Board, for the financial year which ended on 31
December 2018**

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. acknowledges the performance of duties by Mr Piotr Mondalski, the Chairman of the Supervisory Board, for the financial year which ended on 31 December 2018.....

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 12
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

**in the matter of acknowledging the performance of duties by Mr Jan Szmidt, the
Vice Chairman of the Supervisory Board, for the financial year which ended on
31 December 2018**

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A acknowledges the performance of duties by Mr Jan Szmidt, the Vice Chairman of the Supervisory Board, for the financial year which ended on 31 December 2018.....

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 45 331 881,
- the percentage share of shares under which the valid votes were cast in the share capital forms 60.41%.....
- the total number of valid votes is 45 331 881, including 45 331 881 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 13
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of acknowledging the performance of duties by Mr Grzegorz Maciąg, the member of the Supervisory Board, for the financial year which ended on 31 December 2018

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A. acknowledges the performance of duties by Mr Grzegorz Maciąg, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 14
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

**in the matter of acknowledging the performance of duties by Mr Dariusz Górka,
the member of the Supervisory Board, for the financial year which ended on 31
December 2018**

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A acknowledges the performance of duties by Mr Dariusz Górka, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes.. . . .

Resolution no. 15
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the member of the Supervisory Board, for the financial year which ended on 31 December 2018

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A acknowledges the performance of duties by Mr Wojciech Papierak, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes.. . . .

Resolution no. 16
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of acknowledging the performance of duties by Mr Michał Kobus,
the member of the Supervisory Board, for the financial year which ended on 31
December 2018

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A acknowledges the performance of duties by Mr Michał Kabus, the member of the Supervisory Board, for the financial year which ended on 31 December 2018.

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 73 502 528 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 17
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of acknowledging the performance of duties by Mrs Beata Szmidt,
the member of the Supervisory Board, for the period from 20 November 2018 to
31 December 2018

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A acknowledges the performance of duties by Mrs Beata Szmidt, the member of the Supervisory Board, for the period from 20 November 2018 to 31 December 2018

§ 2

The resolution comes into force upon its adoption.

Upon conducting the **secret** voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 70 263 275,
- the percentage share of shares under which the valid votes were cast in the share capital forms 93.63%.....
- the total number of valid votes is 70 263 275, including 70 263 275 “in favour”, 0 “against” and 0 “abstained” votes.. ..

Resolution no. 18
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of acknowledging the performance of duties by Mr Tomasz
Koprowski, the member of the Supervisory Board, for the period from 1 January
2018 to 29 August 2018

§ 1

Pursuant to Art. 395 § 2, point 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders 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 2018 to 29 August 2018

§ 2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 61 635 844,
- the percentage share of shares under which the valid votes were cast in the share capital forms 82.13%.....
- the total number of valid votes is 61 635 844, including 61 635 844 “in favour”, 0 “against” and 0 “abstained” votes.....

Resolution no. 19
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of profit distribution for the financial year which ended on 31
December 2018

§ 1

Pursuant to Art. 395 § 2, point 2 of the Code of Commercial Companies and Partnerships and § 26, section 1, letter b of the Memorandum of Association of TOYA S.A., the Annual General Meeting of Shareholders of TOYA S.A resolves to distribute the net profit for the financial year which ended on 31 December 2018 in the amount of PLN 39 245 461.70 (say: thirty-nine million two hundred forty-five thousand four hundred sixty-one 70/100 Zloty) in the following manner:

- *to designate the net profit for the financial year 2018 in the amount of PLN 39 245 461.70 (say: thirty-nine million two hundred forty-five thousand four hundred sixty-one 70/100 Zloty) in its entirety for the supplementary capital.....*

§ 2

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 46 100 623 “in favour”, 27 401 905 “against” and 0 “abstained” votes.....

Resolution no. 20
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of establishing the reserve capital to acquire own shares of TOYA S.A.

§ 1

*Acting pursuant to Art. 395 § 4 in conjunction with Art. 362 § 2 point 3 of the Code of Commercial Companies and Partnerships and § 10 point 5 of the Memorandum of Association of TOYA S.A. with its registered office in Wrocław hereinafter referred to as the “**Company**”), the Annual General Meeting of Shareholders resolves to establish the reserve capital in the amount of PLN 15 705 000 (say: fifteen million seven hundred five thousand 00/100 Zloty) by the transfer of the amount of PLN 15 705 000 (say: fifteen million seven hundred five thousand 00/100 Zloty) from the amounts of the supplementary capital which pursuant to the provision of Art. 348 § 1 of the Code of Commercial Companies and Partnerships can undergo distribution. Simultaneously, acting pursuant to Art. 396 § 5 of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Shareholders resolves that the aforementioned reserve capital shall be used pursuant to Art. 362 § 2 point 3 of the Code of Commercial Companies and Partnerships and the resolution in the matter of granting the authorization to the Management Board of the Company to acquire own shares of the Company.*

§ 2

The resolution comes into force upon the adoption by this Annual General Meeting of Shareholders of the resolution in the matter of granting an authorization to the Management Board of the Company to acquire the Company’s own shares.....

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 57 020 032 “in favour”, 16 482 496 “against” and 0 “abstained” votes.. ..

Resolution no. 21
of the Annual General Meeting of Shareholders
of TOYA spółka akcyjna with its registered office in Wrocław
of 26.06.2019

in the matter of granting an authorisation to the Management Board of TOYA
S.A. to acquire the Company's own shares

§ 1

Pursuant to the provision of Art. 362 § 1 points 5 and 8 of the Code of Commercial Companies and Partnerships, the Management Board of TOYA Spółka Akcyjna with its registered office in Wrocław (hereinafter referred to as the "Company") is authorised to acquire the Company's own shares (hereinafter referred to as the "Shares") under terms and conditions specified in this resolution.

§ 2

The Company shall acquire Shares on terms and conditions specified below:

- 1. The maximum number of the acquired Shares shall not exceed 3 000 000 (say: three million);*
- 2. The total nominal value of the acquired own shares at the moment of their acquisition and held by the Company and its subsidiaries at a given moment shall not exceed 20% of the Company's share capital, taking into account the nominal value of own shares held by the Company and its subsidiaries.*
- 3. The acquired Shares shall be paid up in full.*
- 4. The minimum amount for one Share shall be PLN 5.20 (say: five Zloty twenty Polish grosz), and the maximum amount for one Share shall be PLN 7.80 (say: seven Zloty eighty Polish grosz).*
- 5. The total payment for Shares increased by the acquisition costs shall not be higher than the amount of reserve capital established under the resolution of the Annual General Meeting of Shareholders of TOYA S.A. in the matter of establishing the reserve capital for the acquisition of own shares of TOYA S.A.;*
- 6. The acquisition of Shares can occur in transaction or transactions on the regulated market of Warsaw Stock Exchange, in transaction or transactions beyond the regulated market or by means of a common buyback, whereas the acquisition of own shares shall be performed in a manner so as to enable the equal treatment of all Shareholders of the Company. The Shares can be acquired directly by the Company or by the investment Company.*
- 7. The Management Board is authorised to acquire Shares until the exhaustion of financial means from the reserve capital established for this purpose, but no longer than to 31 May 2020.....*
- 8. The commencement and completion of Share acquisition requires the separate resolution of the Management Board; The Management Board shall make the detailed information regarding the acquisition of Shares public, including the date of commencement and completion of Share*

acquisition.
9. *The Shares acquired by the Company can be redeemed under the separate resolution of the General Meeting of Shareholders, remain the asset of the Company or can undergo a disposal; The Management Board is entitled to determine the purpose for which the own Shares were acquired in the scope specified in this resolution and to dispose of the shares acquired by the Company, provided that the consent of the Supervisory Board is obtained in advance. In particular, the Shares can be sold, exchanged or used in compliance with the purpose specified in the resolution of the Management Board. It is also possible to transfer the held Shares due to the performance of potential acquisition in the scope of the further development of the Company.....*

§ 3

The Management Board shall notify the closest General Meeting of Shareholders on the acquisition of Shares, pursuant to the provision of Art. 363 § 1 of the Code of Commercial Companies and Partnerships.

§ 4

The Management Board of the Company is authorised to perform any actual and legal actions necessary to acquire Shares and perform this resolution, including the determination of any additional terms and conditions and details concerning the acquisition of Shares of the Company in the scope specified in this Resolution that are necessary to perform this authorisation.

§ 5

The resolution comes into force upon its adoption.

Upon conducting the voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that:

- the number of shares under which the valid votes were cast is 73 502 528,
- the percentage share of shares under which the valid votes were cast in the share capital forms 97.95%.....
- the total number of valid votes is 73 502 528, including 46 100 623 “in favour”, 16 482 496 “against” and 10 919 409 “abstained” votes..