

1. APPLICANTS

Shareholders representing in total at least one twentieth of the share capital pursuant with Art. 401 § 4 of the Commercial Companies Code.

The number of Shareholder submitting the application: Investment funds managed by ALTUS TFI SA with dedicated sub-funds of 10 shareholders.

The number of total shares in the possession of the Shareholders is 7,596,513 that constitute 9.70% of the share capital authorising the persons listed below to execute 7,596,513 votes on the General Shareholder Meeting of TOYA S.A. constituting 9.70% of the total number of votes.

2. THE CONTENTS OF THE APPLICATION

The applicants, under Art. 401 § 4 of the Commercial Companies Code, submit the following draft resolutions to the issues introduced to the agenda of the General Shareholder Meeting of TOYA S.A. Company with office in Wrocław, which was convened on 29th June 2017:

Concerns Pt. 28 a The agenda of the General Shareholder Meeting of TOYA SA.

Resolution No.

Of the Ordinary General Shareholder Meeting of TOYA Spółka Akcyjna Company of 29th June 2017 on issuing the authorisation to Management Board of TOYA S.A. to purchase 3,288,615 own shares of the Company by 30th September 2017.

§ 1

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

§ 2

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

- 1) the purchased Shares shall amount to a maximum of 3,288,615 (in words: three million two hundred eighty-eight thousand six hundred and fifteen shares);
- 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 payment for one Share shall be from 8.90 PLN (in words: eight 90/100 PLN) to 9.00 PLN (in words: nine 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 TOYA S.A. Company of this Ordinary General Shareholder Meeting;
- 6) the purchase of Shares shall be executed by announcing the own shares buyout offer;
- 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 September 2017;
- 8) the beginning and end of the purchase of Shares shall require separate resolutions of the Management Board; The Management Board shall 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 Shareholder Meeting.

§ 3

The Management Board shall inform the nearest General Shareholder 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 come into force at the moment of its adoption.