

Management Board of TOYA SA, Sołtysowicka 13/15 Street, 51-168 Wrocław

**SUBMISSION OF A CANDIDATE FOR THE POSITION OF A MEMBER OF THE SUPERVISORY BOARD**

**1. APPLICANT**

**Shareholder representing at least one twentieth of the share capital.**

ROMUALD KAZIMIERZ SZALAĞAN.  
Holding 10 403 645\_ Shares of TOYA SA  
Constituting 13,28 % of the share capital entitling  
Below mentioned persons to make 10 403 645 votes  
At the General Meeting of TOYA SA what constitutes 13,28 % total number of votes.

**2. CONTENT OF THE APPLICATION**

**In connection with the announced agenda of the General Meeting of TOYA SA based in Wrocław, which was convened for June 29, 2017, the Applicant submits a candidate for the position of a member of the Supervisory Board in the person of:**

**WOJCIECH BARTŁOMIEJ PAPIERAK, born: 31,07.1967**

**SUBSTANTIATION**

**The proposed candidate has experience in the management of companies, as well as performance of supervisory activities in organs of various companies. The candidate will provide the substantive support of works in the Supervisory Board in this regard, and his rich professional experience will certainly have a positive impact on the functioning and activity of the Company's Supervisory Board.**

Annexes:

1. Personal deposit certificate
2. Candidate curriculum vitae
3. Statement of the candidate

## **WOJCIECH BARTŁOMIEJ PAPIERAK**

### **Curriculum vitae of a candidate for the position of a member of the Supervisory Board**

#### **TOYA S.A. based in Wrocław**

##### Professional experience

10.2013 - 10.2015 FM Bank PBP SA, Vice-President of the Management Board responsible for corporate banking (credits and loans, micro-enterprises, SME, project finance and Treasury).

07.2011 - 09.2013 GrupPHN SA, President of the Management Board – restructuring of companies belonging to the Group of Polish Real Estate Holding – the largest state-owned real estate asset management company with a value of approx. 2 billion PLN and conducting the IPO on the Warsaw Stock Exchange.

07.2008 - 06.2011 PKO BP SA, Vice-President of the Management Board responsible for the retail banking area – responsibility for the product offer, customer acquisition, sales of credits and loans, as well as distribution channels – including a network of more than 1200 own offices and inteligo (online PKO BP brand). From July to September 2009 – fulfilling the duties of the President of the Management Board (responsibility for raising the capital by 1.2 billion EUR). The originator and sponsor of the project concerning the creation of a common service center in the Bank.

11.2006 - 06.2008 Nordea Bank Polska SA – Vice-President of the Management Board responsible for the Department of Logistics and Security Operations – creation of a central back office for the Bank, acquisition and centralization of activities performed so far in branches, improvement of effectiveness, creation of a new operating model for bank's offices within the framework of the TURBO project (200 new bank branches).

12.2002 - 10.2006 Centrum Rozliczeń i Informacji CERI Sp. z o.o. (BRE Bank SA Group) President of the Management Board, General Manager responsible for corporate management and direct supervision of the area of finance, human resources and Logistics, operation of the retail banking division in BRE Bank SA. Previously, a member of the Management Board, Executive Director, who created and supervised the functioning of the common service center for the retail banking division, finance and administration of the bank.

03.2002 - 03.2003 BRE Bank SA, Director of Operational Support Department of Retail Banking – creation of an efficient back office and management of this office with a restrictive cost policy.

04.2000 - 03.2002 BRE Bank SA, Director of Retail Banking Management Department – implementation of the retail banking development strategy in BRE Bank and direct supervision of the areas of marketing and sales, distribution channels and products (within the framework of MultiBank project).

1998 - 2000 Powszechna Kasa Oszczędności Bank Państwowy, Director of the Retail Banking Department – responsibility for the entire offer addressed to individual customers (deposits and credits).

1995 - 1998 Powszechny Bank Gospodarczy in Łódź, acting as the Director of the Customer Service Department within the framework of Pekao SA Kasa Oszczędnościowo 1 Budowlana Group – responsibility for a team that creates and implements banking products (credits, deposits, trade in receivables).

1993 - 1998 Polski Bank Inwestycyjny SA, Branch in Piotrków Trybunalski, assistant in the Credit Department

1986 - 1997 District Museum in Piotrków Trybunalski, position: a museum guide

Member of the Supervisory Board in the following companies: Warszawski Holding Nieruchomości SA, AGRO-MAN SA, PKO TFI SA, Bank Pocztowy SA, PTE Bankowy SA, Kredobank SA based in Lviv, Bank Częstochowa SA, Biuro Informacji Kredytowej SA

Member of the Executive Committee – European Mortgage Federation (2009-2011)

Member of the Board of Directors Visa Europe based in London (2009-2011)

Achievements and professional successes:

- \* Restructuring of the corporate banking area (micro-enterprises, SME, project finance and treasury) and implementation of BIZ Bank – a new brand dedicated to micro-enterprises and SME (new product offer and functional model of a branch, new model of online and mobile banking),
- \* Successfully conducted IPO Polski Holding Nieruchomości SA (February 2013) The value of issuing: 238,6 million PLN; reduction of records or individual investors with a maximum subscription: 69.27%,
  - Leading role in the process of raising the share capital in the Powszechna Kasa Oszczędności Bank Polski SA in 2009,
  - The first virtual bank in Poland – mBank and the launch of detail office network for MultiBank (management of the business part of the project, preparation of the product offer and the model of Financial Services Center, development of the office network and call centers and Internet as distribution and customer service channels),
  - SUPERKONTA package in PKO BP (preparation of products, preparation of IT solutions, sales force training, internal marketing, implementation and conversion),
- \* Creation of the first offer of products from the area of trade receivables in PBG SA,
- \* 2011 – passed examination for candidates for members of supervisory boards of state companies

Date: 27 June 2017

DECLARATION CONCERNING THE PLANNED SUBMISSION OF A CANDIDACY  
TO THE  
SUPERVISORY BOARD  
TOYA Spółka Akcyjna  
based in Wrocław

Signed: Wojciech Bartłomiej Papierak, born: 31.07.1967,

Taking into account the wording of § 2 section 3 of the Regulations of the Supervisory Board of TOYA Spółka Akcyjna based in Wrocław (Company),

I hereby declare that:

— I agree to appoint me by the Ordinary General Meeting of Shareholders of the Company convened for June 29, 2017 to the composition of the Company's Supervisory Board,

- I declare that I meet the formal requirements described in § 2 section 1 and 2 of the Regulations for the Company's Supervisory Board, i.e.

\* I am not a convicted person for any of the offenses listed in § 2 section 1 in the Regulations of the Supervisory Board of the Company, and well as any sentence for such a crime has not been issued against me,

\* I do not fulfill in the Company any functions/positions listed in § 2 section 2 in the Regulations for the Company's Supervisory Board, as well as I do not directly subject to any member of the Management Board in the Company,

- I declare that I am not currently a member in management or supervisory bodies of other capital companies, as well as I do not participate in any personal or civil partnerships,

I declare that I do not deal with competing interest to the Company, I do not participate in competitive companies in relation to the Company, as well as I am not registered in the Insolvent Debtors Register.

- I declare that I fulfill the conditions for independence, referred to in Annex II to the recommendation of the European Commission 2005/162/EC of 15 February 2015 and additional requirements set out in the Good Practices for WSE Listed Companies 2016 and § 3 section 2 of the Regulations of the Company's Supervisory Board, i.e. in particular:

- a) I am not and I have not been within the last 5 years a member of the Company's Management Board or an affiliated entity,
- b) I am not and I have not been within the last 3 years a member of the high-level management staff in the Company of an affiliated entity,
- c) I do not receive or I have not received any additional remuneration in significant amount from the Company or an affiliated entity, in addition to the remuneration received as a member of the Supervisory Board,

- c) I am not a shareholder holding 5% or more votes at the General Meeting of the Company and I do not represent in any way the shareholder(s) holding the control package,
- e) I do not maintain and I did not maintain during the last year significant business relationships with the Company or an affiliated entity, directly or as a partner, a shareholder, a director or a high-level employee in the body maintaining such relationships,
- f) I am not currently or in the last three years I have not been a partner or employee of the current or former statutory auditor of the Company or an affiliated entity,
- g) I am not a member of the management board in other company, in which another member of the Company's Management Board is a member of the supervisory board and I do not have other significant connections with executive directors of the Company through the participation in other companies or bodies,
- h) I have not served in the Company's supervisory board for more than three terms of office or longer than 12 years,
- i) I am not a member of the close family of members of the Management Board or persons indicated in points a)-h),
- j) I am not an employee of the Company, its subsidiaries or affiliated entity.

Date: 27 June 2017