

Wrocław, 16<sup>th</sup> June 2017

TOYA S.A.

Ul. Softysowicka 13-15

51-168 Wrocław

#### APPLICATION FOR A SEAT ON THE COMPOSITION OF SUPERVISORY BOARD

Applicant: Jan Szmidt – Shareholder of TOYA S.A. resident in [REDACTED] w,  
possessing 28,170,647 ordinary bearer shares.

Application for a member of Supervisory Board.

Hereby, based on the s. 4 § 13 of the Regulations of the General Shareholder Meeting of TOYA S.A. with office in Wrocław of 8<sup>th</sup> February 2011, having regard to providing Shareholders with the ability to familiarise with the submitted application before the date of the Ordinary General Shareholder Meeting of TOYA S.A. convened on 29<sup>th</sup> June 2017 I volunteer Mr Piotr Mondalski (PESEL 56052602790) as a candidate for a member of the Supervisory Board of TOYA S.A.

Justification.

Mr Piotr Mondalski functions as a Member fulfilling the criterion of independence and as a Chairman of the Supervisory Board of TOYA S.A. since 14<sup>th</sup> February 2011. Mr Piotr Mondalski has a vast experience in managing big enterprises and business projects that are vital for the prosperity of an enterprise.

In the assessment of the Applicant, Mr Piotr Mondalski has high qualifications and experience that allow to achieve the highest standards in the field of the Supervisory Board of TOYA S.A. carrying out its duties and discharging from them in an effective manner.

Attachments:

1. Statement dated 14<sup>th</sup> June 2017.
2. Resume
3. Certificate of deposit no. 01/TOYA/05062017

Jan Szmidt

**Piotr Mondalski**

I function as a Member fulfilling the criterion of independence and as a Chairman of the Supervisory Board of TOYA S.A. since 14<sup>th</sup> February 2011. I am not employed under a contract of employment.

I have higher education degree and graduated from Gdańsk University of Technology, Faculty of Technical Physics and Applied Mathematics, where I have obtained the title of MSc Eng. of Physical Sciences in 1982 and the doctoral degree of Physical Sciences in 1992.

I have vast experience in the field of managing big enterprises and business projects that are vital for the prosperity of an enterprise. For over 10 years I was a Member of the Management Board and Vice-President of Prokom Software S.A., the leader of Polish IT market, and before that I had functioned for almost 4 years as Vice-President of Prokom Computer System, a private company that was later transformed into Prokom Software S.A. I had also functioned for 2 years as the General Manager of the Polish branch of an American IT company Informix Software. During my work in the IT sector I had also functioned for 4 years as the Vice-President of the Supervisory Board of Softbank S.A. (currently Asseco Poland S.A.) and for 2 years as the Vice-President of Supervisory Board of Postdata S.A., an IT company the shareholders of which are Poczta Polska and Asseco Poland S.A. (then Prokom Software S.A.).

Piotr Mondalski

Wrocław, 14<sup>th</sup> June 2017

## DECLARATION

I, the undersigned Piotr Mondalski, PESEL 56052602790, holding an identity card no. [REDACTED], under § 2, s. 3 of the Regulations of the Supervisory Board of the TOYA S.A. Company with office in Wrocław at ul. Softysowicka 13-15, postal code 51-168, entered in the register of entrepreneurs of the National Court Register maintained by VI Commercial Division of the District Court for Wrocław - Fabryczna under KRS no. 0000066712, with share capital of 7,833,084.10 PLN paid full; NIP no.: 895-16-86-107; Regon no.: 932093253 (hereinafter "the Company") of 23<sup>rd</sup> May 2011 (hereinafter "the Regulations of Supervisory Board"), hereby:

1. agree to appoint me for the position of a member of Supervisory Board of the Company for the new term by the Ordinary General Shareholder Meeting of the Company convened on 29<sup>th</sup> June 2017.
2. Under § 2, s. 3 of the Regulations of the Supervisory Board I declare and confirm that I:
  - a) meet the formal applications determined in § 2, s. 1 of the Regulations of the Supervisory Board for persons functioning as members of the Supervisory Board, i.e. I am a natural person with full capacity for legal actions who has not been sentenced for criminal offences determined in provisions of chapters XXXIII-XXXVII of the Criminal Code and in Art. 585, Art. 587, Art. 590, and Art. 591 of the Commercial Companies Code,
  - b) do not act in the Company in any function that excludes my appointment to act as a member of the Supervisory Board indicated in § 2, s. 2 of the Regulations of the Supervisory Board, i.e. I am not a member of Management Board, proxy, liquidator, branch or facility manager and the main accountant, solicitor, or lawyer employed in the Company or any other person that reports directly to a Management Board member or liquidator,
3. Under § 2, s. 3 of the Regulations of the Supervisory Board I declare that I meet the criterion of independence determined in the Company's Statute and § 3 of the Regulations of the Supervisory Board, i.e.:
  - a) I do not function and have not functioned in the past 5 years as a member of the Management Board of TOYA S.A. or its affiliate;
  - b) I am not and have not been in the past 3 years an employee of the Company or its subsidiary or affiliate,
  - c) I do not receive and have not received additional remuneration in a significant amount from the Company or its affiliate aside from the remuneration received as a member of the Supervisory Board;
  - d) I am not a Shareholder possessing 5% or more of total votes on the General Shareholder Meeting of the Company and I do not represent in any way controlling Shareholder(-s).
  - e) I do not maintain and have not maintained in the past year significant trade relations with the Company or its affiliate, directly or as a partner, shareholder, manager, or a high level employee of a body maintaining such relations.
  - f) I am not and have not been in the past three years a member or employee of the current or previous auditor of the Company or its affiliate;
  - g) I am not a member of the Management Board in another company, in which another Management Board member is a member of Supervisory Board, and I do not have any other significant relations with the executive managers of the Company by partaking in other companies or authorities;
  - h) I have not functioned in the Supervisory Board of the Company for longer than three terms or longer than 12 years;
  - i) I am not a member of a close family of the Management Board's members or any other persons indicated in § 3, s. 1, let. a) to h) of the Regulations of the Supervisory Board.
  - j) I am not an employee of the Company or its subsidiary or affiliate.

4. I meet the criterion of independence of a Supervisory Board member determined in Annex II to the Commission Recommendation 2005/162/EC of 15<sup>th</sup> February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board and additional requirements indicated in the Good Practices of the Companies Listed on the WSE 2016 constituting the Annex to the resolution no. 26/1413/2015 of the Supervisor Board of Warsaw Stock Exchange of 13<sup>th</sup> October 2015 on adopting the document "Good Practices of the Companies Listed on the WSE 2016".
5. Under § 2, s. 3 of the Regulations of the Supervisory Board I declare that:
  - a) I currently function in the management authorities of the following limited companies:
    - MBM Seed Fund Sp. z o.o. with office in Gdynia – function: Management Board Member
    - MinvOnline.pl Sp. z o.o. with office in Gdynia – function: Management Board Member
  - b) I currently do not function in Supervisory authorities of limited companies,
  - c) I currently do not participate in any partnerships,
  - d) I currently do not participate in any civil partnerships.

I do not conduct any activities that are competitive to the Company, as well as I do not participate in a competitive company as a partner of civil partnership, partnership, member of a competitive limited company, or member of authority of any competitive legal entity, as well as I am not listed in the Register of Insolvent Debtors kept pursuant to the Act of 20<sup>th</sup> August 1997 on National Court Register.

Please find enclosed Professional Resume containing information about my education, qualifications, and positions occupied by me previously along with the description of progress of working life.

Piotr Mondalski