

**Resolution No. 1**  
**Of the Extraordinary General Shareholders' Meeting of**  
**TOYA SA with its registered office in Wrocław**  
**Dated 21 September 2016**  
**concerning the election of the Chairperson of the General Shareholders' Meeting**

**Section 1**

Pursuant to Article 409 sec. 1 of the Code of Commercial Companies and Article 5 of the Rules of the General Shareholders' Meeting of TOYA S.A., the Extraordinary General Shareholders' Meeting elects Krzysztof Szmyrka as the Chairperson of the General Shareholders' Meeting.

**Section 2**

The Resolution comes into force as of the day when it was adopted.

Mr Jan Szmidt concluded that in the secret ballot there were 77.236.725 valid votes from 77.236.725 shares (representing 98.6% of the share capital) including:

- 77.236.725 votes in favour,
- 0 votes against,
- 0 abstained from voting.

There were no objections.

Mr Jan Szmidt stated that the resolution was taken.

**Resolution No. 2**  
**Of the Extraordinary General Shareholders' Meeting of**  
**TOYA SA with its registered office in Wrocław**  
**Dated 21 September 2016**  
**concerning the acceptance of the agenda**

**Section 1**

The Extraordinary General Shareholders' Meeting accepts the following agenda:

1. Opening the Extraordinary General Shareholders' Meeting.
2. Electing the Chairperson of the General Shareholders' Meeting.
3. Confirming the correctness of convening the General Shareholders' Meeting and its capacity of adopting resolutions.
4. Accepting the agenda.
5. Electing the Vote Counting Committee.
6. The appointment, pursuant to article 426 paragraph 1 of the Code of Commercial Companies, the Company's proxy for its representation in the proceedings initiated by a lawsuit filed at the District Court in Wrocław, X Economic Department, and relating to the annulment / or repeal resolutions of the number 18 and 22 of the Annual General Meeting (current report no 32 dated 21 July 2016 ).
7. Adoption of a resolution on covering the costs of convening and holding the General Meeting.
8. Closing the session of the General Shareholders' Meeting.

**Section 2**

The Resolution comes into force as of the day when it was adopted.

The Chairman concluded that in the secret ballot there were 77.236.725 valid votes from 77.236.725 shares (representing 98.6% of the share capital) including:

- 7.236.725 votes in favour,
- 0 votes against,
- 0 abstained from voting.

There were no objections.

The Chairman stated that the resolution was taken.

**Resolution No. 3**  
**Of the Extraordinary General Shareholders' Meeting of**  
**TOYA SA with its registered office in Wrocław**  
**Dated 21 September 2016**  
**concerning the withdrawal of the appointment of the Vote Counting Committee**

**Section 1**

The Extraordinary General Meeting of Shareholders TOYA SA of Wrocław decides to withdraw from the election of the Vote Counting committee and entrust the counting of votes the company conducting the voting electronically, the Secretariat of the Assembly and the Chairman.

**Section 2**

The Resolution comes into force as of the day when it was adopted.

The Chairman concluded that in the secret ballot there were 77.236.725 valid votes from 77.236.725 shares (representing 98.6% of the share capital) including:

- 68.659.033 votes in favour,
- 0 votes against,
- 8.577.692 abstained from voting.

There were no objections.

The Chairman stated that the resolution was taken.

**Resolution No. 4**  
**Of the Extraordinary General Shareholders' Meeting of**  
**TOYA SA with its registered office in Wrocław**  
**Dated 21 September 2016**  
**concerning the order of voting on draft resolutions in the framework of**  
**agenda item 6**

The Assembly decides to vote in the first instance for the draft resolution notified in report No. 41 by Jan Szmidt.

The Chairman concluded that in the secret ballot there were 77.236.725 valid votes from 77.236.725 shares (representing 98.6% of the share capital) including:

- 34.801.648 votes in favour,
- 42.435.077 votes against,
- 0 abstained from voting.

There were no objections.

The Chairman stated that the resolution was not taken.

**Resolution No. 5**  
**Of the Extraordinary General Shareholders' Meeting of**  
**TOYA SA with its registered office in Wrocław**  
**Dated 21 September 2016**  
**concerning the election of the Company proxy**

**Section 1**

The Extraordinary Shareholders' Meeting, pursuant to Article 426 sec. 1 of the Code of Commercial Companies establishes Mr. Tomasz Koprowski proxy of the company TOYA S.A. based in Wrocław in the case brought by Jan Szmidt against the Company pending before the District Court in Wrocław, X Commercial Division, file reference XGC 483/16 for the annulment of resolutions no 18 and 22 of the Annual General Meeting of Shareholders of 23 June 2016 or respectively their repeal. The proxy is authorized to represent the Company in all instances.

## **Section 2**

The Extraordinary General Meeting of Shareholders authorizes and requires the proxy to establish a professional attorney (i.e. that meets the requirements set out in Art. 87 par. 1 of the Code of Civil Procedure) to represent the company TOYA SA in court proceedings referred to in paragraph 1.

## **Section 3**

The Extraordinary General Meeting of Shareholders the Management Board obliges the company to cooperate with the proxy and established his professional attorney, in particular by providing all information necessary for the defense of the rights of the company TOYA SA in court proceedings, the transfer of all correspondence relating to the procedure, providing additional explanations, as well as to establish principles of cooperation professional attorney with the company TOYA SA, including the conclusion of appropriate agreements for the provision of legal services.

## **Section 4**

The resolution comes into force upon its adoption.

The Chairman concluded that in the secret ballot there were 77.236.725 valid votes from 77.236.725 shares (representing 98.6% of the share capital) including:

- 40.273.343 votes in favour,
- 36.963.382 votes against,
- 0 abstained from voting.

There were no objections.

The Chairman stated that the resolution was taken.

**Resolution No. 6**  
**Of the Extraordinary General Shareholders' Meeting of**  
**TOYA SA with its registered office in Wrocław**  
**Dated 21 September 2016**  
**on covering the costs related to the General Meeting**

**Section 1**

Extraordinary Meeting of Shareholders, acting pursuant to Art. 400 PAR. 4 of the CCC decides that the costs of convening and holding the Extraordinary General Meeting is born by the Company.

The Chairman concluded that in the secret ballot there were 77.236.725 valid votes from 77.236.725 shares (representing 98.6% of the share capital) including:

- 42.435.077 votes in favour,
- 34.801.648 votes against,
- 0 abstained from voting.

There were no objections.

The Chairman stated that the resolution was taken.