

Resolution No. _
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 General Shareholders's 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 John Schmidt 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 (ie. that meets the requirements set out in Art. 87 par. 1 of the Code of Civil Procedure) and the conclusion of the relevant agreement for the provision of legal services in order to represent the company TOYA S.A. in court proceedings referred to in paragraph 1, as well as establishing principles of cooperation of professional attorney with the company TOYA, including salary, with the restriction that it should comply with wage laid down for the conduct of such cases in paragraph 8 section 22 of the Regulation of the Minister of Justice of 22 October 2015. on fees for lawyers or in pairs or 8 point 22 of the Regulation of the Minister of Justice of 22 October 2015 on fees for legal advisors.

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.

Section 4

The resolution comes into force upon its adoption.

JUSTIFICATION

In connection with the draft resolution filed to the Company on 16 September 2016 by shareholder Tomasz Koprowski the applicant submits an alternative draft resolution on the election of the Company's proxy. In the applicant opinion the project submitted by a shareholder Thomas Koprowski is inconsistent with the Code of Commercial Companies in the extent that the General Meeting of Shareholders would have to issue binding instructions to the Management Board. The proposed draft resolution contains changes to provisions inconsistent with the provisions of the Commercial Companies Code, and also contains provisions regulating the remuneration of the professional attorney.

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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 jointly and severally on shareholders that applied for convening this Extraordinary General Meeting, ie. Mr Tomasz Koprowski and Ms. Wioletta Koprowska.

JUSTIFICATION

The need to adopt a resolution on covering the costs of convening and holding the General Meeting follows from Article 400 par. 4 of the Code of Commercial Companies.