

**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 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) 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.

**JUSTIFICATION**

In the opinion of the Applicant he is a candidate that ensures accurate representation of the Company's interest in the pending court proceedings. In addition, the Applicant during the General Meeting on 23 June 2016. voted in favor of the accused resolutions, therefore, is interested in maintaining them in power, and thus will make every effort to ensure that the interests of the majority of shareholders, who have voted in favor of the resolutions, was in pending proceedings properly protected.

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

**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.

**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.