**Resolution No. 1**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 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 Ordinary General Shareholders’ Meeting elects Maciej Domagała as the Chairperson of the General Shareholders’ Meeting.

**Section 2**

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

Mr Piotr Mondalski concluded that in the secret ballot there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 37086552 votes in favour, (47,934 %)
* 38121780 votes against, (49,272 %)
* 2161734 (2,794 %) abstained from voting and that that the resolution has not been adopted.

**Resolution No. 2**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 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 Ordinary 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 Piotr Mondalski concluded that in the secret ballot there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40031256 votes in favour, (51,74 %)
* 35177076 votes against, (45,466 %)
* 2161734 abstained from voting (2,794 %) and that that the resolution has been adopted.

Chairman of the Supervisory Board stated that Krzysztof Szmyrka was elected for the Chairman of the meeting.

Shareholder Maciej Domagała said that he voted against the resolution, opposes it and demanded recording his objection.

**Resolution No. 3**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the participation of 2 persons in the Vote Counting Committee**

**Section 1**

The Ordinary General Meeting of TOYA S.A decides that the Vote Counting Committee will consist of two people.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 75141688 votes in favour (97,12%)
* 0 votes against,
* 2228378 abstained from voting (2,88%) and that the resolution has been adopted.

**Resolution No. 4**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the on the exclusion of the secrecy of voting**

**Section 1**

The Ordinary General Meeting of TOYA S.A, pursuant to art. 420 paragraph 3 of the Commercial Companies Code, decides to waive the secrecy of voting at the election of the Vote Counting Committee.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40669121 votes in favour (52,564 %)
* 32479173 votes against (41,979%)
* 4221772 abstained from voting (5,457%) and that the resolution has been adopted.

**Resolution No. 5**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the appointment of Mr Robert Borys to the Vote Counting Committee**

**Section 1**

The Ordinary General Shareholders’ Meeting of TOYA S.A. appoints Mr Robert Borys to the Vote Counting Committee.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40177076 votes in favour (51,928%)
* 33121780 votes against (42,81%)
* 4071210 abstained from voting (5,262%) and that the resolution has been adopted.

**Resolution No. 6**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the appointment of Mr Radosław Czajkowski to the Vote Counting Committee**

**Section 1**

The Ordinary General Shareholders’ Meeting of TOYA S.A. appoints Mr Radosław Czajkowski to the Vote Counting Committee.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 56843778 votes in favour (73,47%)
* 16455078 votes against (21,268%)
* 4071210 abstained from voting (5,262%) and that the resolution has been adopted.

**Resolution No. 7**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the appointment of Mr Piotr Wojciechowski to the Vote Counting Committee**

**Section 1**

The Ordinary General Shareholders’ Meeting of TOYA S.A. appoints Mr Piotr Wojciechowski to the Vote Counting Committee.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 35031256 votes in favour, (45,278%)
* 32479173 votes against (41,979%)
* 9859637 abstained from voting (12,743%) and that the resolution has not been adopted.

**Resolution no. 8**

**of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**dated 23 June 2016**

**concerning the withdrawal from the agenda points 19a and 19b**

**Section 1**

The Ordinary General Meeting of TOYA SA decides to remove from the agenda
Ordinary General Meeting of TOYA SA point 19a in wording: "Presentation by the Management Board of the legitimacy of the involvement of the Company in the amount of PLN 12 000 000.00 in the acquisition of 20.1% of the shares MaxCom SA, in particular the expected benefits, profits and further plans to engage in equity of MaxCom SA "and point 19b in wording: " Adopting the resolution on recommendations to the Board on the involvement of the Company in the acquisition of shares MaxCom SA "

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 35177076 votes in favour, (45,466%)
* 38121780 votes against, (49272%)
* 4071210 abstained from voting (5,262%) and that the resolution has not been adopted.

**Resolution no. 9**

**of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**dated 23 June 2016**

**concerning the withdrawal from the agenda point 19c**

**Section 1**

The Ordinary General Meeting of TOYA SA decides to remove from the agenda
Ordinary General Meeting of TOYA SA point 19c in wording: "Adoption of a resolution on the transfer of supplementary capital portion of the accumulated profits (up to 60% of the profit generated in the financial year 2014) to increase the amount of dividends to be paid to shareholders in the distribution of profit for the year 2015.”

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 35177076 votes in favour (45,466%)
* 40031256 votes against (51,74%)
* 2161734 abstained from voting (2,794%) and that the resolution has not been adopted.

**Resolution no. 10**

**of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**dated 23 June 2016**

**concerning the withdrawal from the agenda point 22a**

**Section 1**

The Ordinary General Meeting of TOYA SA decides to remove from the agenda
Ordinary General Meeting of TOYA SA point 22a in wording: " Resolution on the number of members of the Supervisory Board”.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* votes in favour 35177076 , (45,466%)
* votes against 38121780 , (49,272%)
* abstained from voting 4071210 (5,262%) and that the resolution has not been adopted.

**Resolution No. 11**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acceptance of the agenda**

**Section 1**

The Ordinary General Shareholders’ Meeting accepts the following agenda:

1. Opening the Ordinary 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. Electing the Vote Counting Committee
5. Accepting the agenda;
6. Consideration of the Management Board Report on the Company’s activity in 2015.
7. Consideration of the Company’s financial statements for the financial year of 2015.
8. Consideration of the Management Board Report on the Group activity in 2015.
9. Consideration of the Group financial statements for the financial year of 2015.
10. Examining the Supervisory Board’s reports for 2015 containing the assessment of the company’s standing, including the internal control system and risk management system for the risk that is significant for the company, compliance system and internal audit.
11. Examining the Supervisory Board’s reports containing assessment of the Management Board’s report on the company’s and Group activity for the financial year of 2015 and company’s and Group financial statements for the financial year of 2015 in terms of their compliance with the documents as well with the actual situation, and the Management Board’s motion of how to distribute the profit for the financial year of 2015.
12. Consideration of the assessment of the Supervisory Board on the need for an organizational separation of the internal audit function.
13. Consideration of the assessment of the Supervisory Board on how to fill in the Company's disclosure obligations regarding the application of the principles of corporate governance set out in the Exchange Rules and regulations on current and periodic information published by issuers of securities
14. Consideration of information regarding the policy of the Company's sponsorship activities, charity or any other of a similar nature.
15. Adopting a resolution concerning the examination and approval of the Management Board Report on the Company’s activity in 2015.
16. Adopting a resolution concerning the approval of the Company’s financial statements for the financial year of 2015.
17. Adopting a resolution concerning the examination and approval of the Management Board’s report on the activity of the TOYA GROUP in the financial year of 2015.
18. Adopting a resolution concerning the approval of the consolidated financial statements of the TOYA S.A. group of companies for the financial year of 2015.
19. Adopting a resolution concerning the approval of the Supervisory Board’s report containing the assessment of the Management board report from the operations of the company and the Group for 2015 and financial statements of the company and Group for 2015 in terms of their compliance with the documents as well with the actual situation, and the Management Board’s motion of how to distribute the profit for the financial year of 2015.

19a) Presentation by the Management Board of the legitimacy of the involvement of the Company in the amount of PLN 12 000 000.00 in the acquisition of 20.1% of the shares MaxCom SA, in particular the expected benefits, profits and further plans to engage in equity of MaxCom SA

19b) Adopting the resolution on recommendations to the Board on the involvement of the Company in the acquisition of shares MaxCom SA

19 c) Adoption of a resolution on the transfer of supplementary capital portion of the accumulated profits (up to 60% of the profit generated in the financial year 2014) to increase the amount of dividends to be paid to shareholders in the distribution of profit for the year 2015.

19 d) Adoption of a resolution establishing the strategy of the Company's dividend policy

1. Adopting a resolution concerning the distribution of profit for the financial year of 2015.
2. Adopting resolutions concerning the acknowledgement of the fulfilment of duties by the Board Members for 2015.
3. Adopting resolutions concerning the acknowledgement of the fulfilment of duties by the Supervisory Board Members for 2015.

22 a) Resolution on the number of members of the Supervisory Board

22 b) The choice of members of the Supervisory Board by voting in groups and take appropriate resolutions in this regard.

 22 c) Making the supplementary election of the Supervisory Board in the case of not appointing an adequate number of members of the Supervisory Board by voting in groups. Adoption of the corresponding resolutions concerning the election of the members of the Supervisory Board.

22 d) Changes to the composition of the Supervisory Board (the appeal and the appointment of new members) – in the case of not creating any groups within the framework of the agenda item providing for the election of members of the Supervisory Board by voting in groups. Adoption of the corresponding resolutions concerning the election of the members of the Supervisory Board

22 e) Adopting resolutions on determining the remuneration of the members of the Supervisory Board.

1. 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 open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 43021169 votes in favour (55,604%)
* 2547341 votes against (3,292%)
* 31801556 abstained from voting (41,104%) and that the resolution has been adopted.

**Resolution No. 12**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the approval of the Management Board’s report
on the Company’s activity in 2015**

**Section 1**

Pursuant to Article 395(2)(1) of the Code of Commercial Companies and Article 26 sec. 1 letter a of the Articles of Association of TOYA S.A., having examined it the Ordinary General Shareholders’ Meeting of TOYA S.A. approves the Management Board’s report on the company’s activity in 2015.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 77370066 votes in favour (100%)
* 0 votes against
* 0 abstained from voting and that the resolution has been adopted.

 **Resolution No. 13**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the approval of the Company’s financial statements for the financial year of 2015.**

**§1**

Pursuant to Article 395(2)(1) of the Code of Commercial Companies and Article 26.1.a of the Articles of Association of TOYA S.A., having examined it the Ordinary General Shareholders’ Meeting of TOYA S.A. approves the Company’s financial statements for 2015 prepared as at 31 December 2015, composed of:

* Statement of financial position made as at 31 December 2015 which on the side of assets and liabilities and equity shows an amount of PLN 177 088 thousands (in words: one hundred seventy-seven million eighty-eight thousand),
* Statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 showing comprehensive income of PLN 23 030 thousands (in words: twenty three million thirty thousand)
* Statement of changes in equity for the period from 1 January 2015 to 31 December 2015;
* Cash flow statement for the period from 1 January 2015 to 31 December 2015;
* Note on accounting policies as adopted and other explanations.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 77370066 votes in favour, (100%)
* 0 votes against,
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 14**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the approval of the Management Board’s report
on the Company’s activity in 2015**

**Section 1**

Pursuant to Article 395(5) of the Code of Commercial Companies, having examined it the Ordinary General Shareholders’ Meeting of TOYA S.A. approves the Management Board’s report on the company’s activity in 2015.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 77370066 votes in favour, (100%)
* 0 votes against,
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 15**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the approval of the consolidated financial statements of TOYA Group
for the financial year of 2015.**

**Section 1**

Pursuant to Article 395 (5) of the Code of Commercial Companies, having examined it the Ordinary General Shareholders’ Meeting of TOYA S.A. approves the Company’s financial statements for 2015 prepared as at 31 December 2015, composed of:

* Consolidated statement of financial position made as at 31 December 2015 which on the side of assets and liabilities and equity shows an amount of PLN 196 428 thousands (in words: one hundred ninety six million four hundred twenty eight thousand),
* Consolidated statement of comprehensive income for the period from 1 January 2015 to 31 December 2015 showing comprehensive income of PLN 26 499 thousands (in words: twenty six million four hundred ninety nine thousand),
* Consolidated statement of changes in equity for the period from 1 January 2015 to 31 December 2015;
* Consolidated cash flow statement for the period from 1 January 2015 to 31 December 2015;
* Note on accounting policies as adopted and other explanations.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 77370066 votes in favour, (100%)
* 0 votes against,
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 16**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the approval of the Supervisory Board’s report for 2015**

Pursuant to Article 26 sec. 1 letter a of the Articles of Association of TOYA S.A., having examined it the Ordinary General Shareholders’ Meeting of TOYA S.A. approves the Supervisory Board’s report on the assessment results of:

 Management Board’s report on the company’s and group of companies’ activity for the financial year of 2015;

 Company’s and group of companies’ financial statements for the financial year of 2015;

 Management Board’s motion of how to distribute the profit for the financial year of 2015.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 77370066 votes in favour, (100%)
* 0 votes against,
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 17**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the recommendations to the Board on the involvement of the Company in the acquisition of shares MaxCom SA**

**Section 1**

The Ordinary General Meeting of TOYA SA, taking into account the information presented at the General Meeting by the Management Board, the Management Board recommends withdrawing from negotiations with MaxCom SA and of continuing efforts to acquire the Company's shares in the capital of MaxCom SA.

**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 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40031256 votes in favour, (51,74%)
* 35016340 votes against, (45,258%)
* 2322470 abstained from voting (3,002%) and that the resolution has been adopted.

Shareholder Maciej Domagała said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Jan Szmidt said that he voted against the resolution, opposes it and demanded recording his objection.

**Resolution No. 18**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

 **on the use of funds from the supplementary capital**

**Section 1**

Pursuant to Article 395 sec. 5 of the Code of Commercial the Ordinary General Shareholders’ Meeting of TOYA SA decides to transfer part of the supplementary capital accumulated profits from previous years in the amount of PLN 14.635.567,78 (in words: fourteen millions six hundred thirty-five thousand five hundred sixty-seven zlotys seventy-eight cents) (i.e. in the amount of 60% of the profit generated in the financial year 2014) to increase the amount of dividends to be paid to shareholders in the distribution of profit for the year 2015.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 42192990 votes in favour,(54,534%)
* 35177076 votes against, (45,466%)
* 0 abstained from voting and that the resolution has been adopted.

Shareholder Maciej Domagała said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Jan Szmidt said that he voted against the resolution, opposes it and demanded recording his objection.

Arkadiusz Bądel – representative of the shareholder Su Gang said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Grzegorz Pinkosz said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Maciej Lubnauer said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Dariusz Hajek said that he voted against the resolution, opposes it and demanded recording his objection.

**Resolution No. 19**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**Section 1**

The Ordinary General Meeting of TOYA SA recommends to the Management Board to verify decision regarding the Company's dividend policy and continue the dividend policy adopted on 25 March 2013, i.e. take into account during the creation of financial plans of the Company's the annual dividend of 40-60% of generated net profit.

**Section 2**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40031256 votes in favour, (51,74%)
* 34799129 votes against, (44,978)
* 2539681 abstained from voting (3,282%) and that the resolution has been adopted.

**Resolution No. 20**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**Concerning the order of voting**

**Section 1**

The Ordinary General Meeting of TOYA SA based in Wroclaw accepts the following sequence of voting on draft resolutions submitted under item 20 of the agenda

1. first put to the vote draft resolutions providing for the payment of dividend starting with the draft resolution providing for the highest amount of dividends,
2. after the votes on the resolutions providing for the payment of dividends, in case none was adopted, accession to the vote on the draft resolution that assumes the transfer of profit to supplementary capital.

**Section 2**

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

The Chairman concluded that in open voting on the Resolution No. 20 concerning the adoption of a proposal made by the shareholder's proxy Tomasz Koprowski - Paweł Nawrat there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40031256 votes in favour, (51,74%)
* 35177076 votes against,(45,466%)
* 2161734 abstained from voting (2,794%) and that the resolution has been adopted.

Shareholder Maciej Domagała said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Jan Szmidt said that he voted against the resolution, opposes it and demanded recording his objection.

Arkadiusz Bądel – representative of the shareholder Su Gang said that he voted against the resolution, opposes it and demanded recording his objection.

**Resolution no 21**

**of the Ordinary General Meeting**

**of TOYA S.A. with its registered head office in Wrocław**

**dated 23 June 2016**

**regarding appropriation of net profit for financial year 2015.**

**SECTION 1**

Pursuant to the article 395 § 2 point 1 of the Commercial Companies Code and §26 point 1
letter b of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. decides to appropriate the net profit for year 2015 in the following manner:

* allocate PLN 33 682 261,63,15 (thirty-three million six hundred eighty-two thousand two hundred sixty-one and fifteen cents) for dividend payment to Company’s shareholders which constitutes PLN 0,43 (forty three cents) for one share,
* allocate PLN 3 428 336,85 (three million four hundred twenty-eight thousand three hundred thirty-six and eighty five cents) to supplementary capital.

**SECTION 2**

Dividend day for 11 July 2016,

**SECTION 3**

Pay-out date for 29 July 2016.

**SECTION 4**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 18576178 votes in favour, (24,01%)
* 56632154 votes against,(73,196%)
* 2161734 abstained from voting (2,794%) and that the resolution has not been adopted.

**Resolution No. 22**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the distribution of profit for the financial year of 2015**

**Section 1**

Pursuant to the article 395 § 2 point 1 of the Commercial Companies Code and §26 point 1
letter b of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. decides to appropriate the net profit for year 2015, increased by PLN 14.635.567,78 (in words: fourteen millions six hundred thirty-five thousand five hundred sixty-seven zlotys seventy-eight cents) transferred by Resolution No. 8 of the General Meeting of Shareholders of 28 May 2015 year to supplementary capital in the following manner:

1. allocate PLN 28 199 102,76 (twenty eight million one hundred ninety nine thousands one hundred two and seventy six cents) for dividend payment to Company’s shareholders which constitutes PLN 0,36 (fourteen cents) for one share,
2. allocate PLN 9 447 512,12 (nine million four hundred forty seven thousands five hundred twelve and twelve cents) to supplementary capital.

**Section 2**

Dividend day is set for 11 July 2016.

**Section 3**

Pay-out date is set 30 July 2016.

**Section 4**

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

The Chairman concluded that in the open voting there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 40031256 votes in favour, (51,74%)
* 35177076 votes against, (45,466%)
* 2161734 abstained from voting (2,794%) and that the resolution has been adopted.

Shareholder Maciej Domagała said that he voted against the resolution, opposes it and demanded recording his objection.

Shareholder Jan Szmidt said that he voted against the resolution, opposes it and demanded recording his objection.

Arkadiusz Bądel – representative of the shareholder Su Gang said that he voted against the resolution, opposes it and demanded recording his objection.

**Resolution No. 23**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by President of the Company’s Management Board Grzegorz Pinkosz for 2015.**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 of the Code of Commercial Companies and Article 26 sec. 1 letter c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by President of the Management Board Grzegorz Pinkosz for the period from 1 January 2015 to 31 December 2015.

**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 77211844 valid votes from 77211844 shares (representing 98.57% of the share capital) including:

* 72927335 votes in favour, (94,450%)
* 2 votes against,( 0,00000259%)
* 4284507 abstained from voting (5,549 %) and that the resolution has been adopted.

**Resolution No. 24**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Vice-president of the Company’s Management Board Dariusz Hajek for 2015.**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Vice-president of the Management Board Dariusz Hajek for the period from 1 January 2015 to 31 December 2015.

**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 77219504 valid votes from 77219504 shares (representing 98.58% of the share capital) including:

* 72934995 votes in favour, (94,451%)
* 2 votes against,(0,000002%)
* 4284507 abstained from voting (5,54%) and that the resolution has been adopted.

**Resolution No. 25**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Vice-president of the Company’s Management Board Maciej Lubnauer for 2015**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Vice-president of the Management Board Maciej Lubnauer for the period from 1 January 2015 to 31 December 2015.

**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 77303422 valid votes from 77303422 shares (representing 98.68% of the share capital) including

* 73018913 votes in favour, (94,457%)
* 2 votes against,(0,000002%)
* 4284507 abstained from voting (5,542%) and that the resolution has been adopted.

**Resolution No. 26**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Chairperson of the Supervisory Board Piotr Mondalski for 2015**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 and Article 395 sec. 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Chairperson of the Supervisory Board Piotr Mondalski for the period from 1 January 2015 to 31 December 2015.

**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 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 73085558 votes in favour, (94,46%)
* 4284508 votes against,(5,538%)
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 27**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Vice Chairperson of the Supervisory Board Jan Szmidt for 2015**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 and Article 395 sec. 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Chairperson of the Supervisory Board Piotr Mondalski for the period from 1 January 2015 to 31 December 2015.

**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 44890893 valid votes from 44890893 shares (representing 57.30% of the share capital) including:

* 40606385 votes in favour, (90,456%)
* 4284508 votes against, (9,544%)
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 28**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board Dariusz Górka for 2015**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 and Article 395 sec. 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Member of the Supervisory Board Dariusz Górka for the period from 1 January 2015 to 31 December 2015.

**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 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including :

* favour votes in 73085558 , (94,462%)
* 4284508 votes against, (5,538%)
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 29**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board Tomasz Koprowski for 2015**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 and Article 395 sec. 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Member of the Supervisory Board Tomasz Koprowski for the period from 1 January 2015 to 31 December 2015.

**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 62598858 valid votes from 62598858 shares (representing 79.91% of the share capital) including

* 58314351 votes in favour, (93,156%)
* 4284507 votes against,(6,844%)
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 30**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

**concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board Grzegorz Maciąg for 2015**

**Section 1**

Pursuant to Article 395 sec. 2 point 3 and Article 395 sec. 3 of the Code of Commercial Companies and Article 26.1.c of the Articles of Association of TOYA S.A., the Ordinary General Shareholders’ Meeting of TOYA S.A. acknowledges the fulfilment of duties by Member of the Supervisory Board Grzegorz Maciąg for the period from 1 January 2015 to 31 December 2015.

**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 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 73085558 votes in favour, (94,462%)
* 4284508 votes against,(5,538%)
* 0 abstained from voting and that the resolution has been adopted.

**Resolution No. 31**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

The Ordinary General Meeting of TOYA SA, in connection with the introduction of the agenda item 22 b: "Making the election of members of the Supervisory Board by voting in groups and take appropriate resolutions in this regard", sets 5man squad in next the term of the Supervisory Board, selected in whole or in part result of the vote by voting groups.

The Ordinary General Meeting of TOYA SA decides that in the absence of the conduct of elections of the Supervisory Board by voting in groups, this resolution is repealed.

The Chairman concluded that in the secret ballot there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 38121780 votes in favour,(49,272%)
* 35016335 votes against,(45,258%)
* 4231951 abstained from voting (5,47%)and that the resolution has not been adopted.

**Resolution No. 32**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

The Ordinary General Meeting of TOYA SA dismisses Mr. Dariusz Górka from the Supervisory Board of the Company.

The Chairman concluded that in the secret ballot there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* 38121780 votes in favour, (49,272%)
* 39248286 votes against,(50,728%)
* 0 abstained from voting and that the resolution has not been adopted.

**Resolution No. 33**

**Of the Ordinary General Shareholders’ Meeting of**

**TOYA SA with its registered office in Wrocław**

**Dated 23 June 2016**

The Ordinary General Meeting of TOYA SA dismisses Mr. Grzegorz Maciąg from the Supervisory Board of the Company.

The Chairman concluded that in the secret ballot there were 77370066 valid votes from 77370066 shares (representing 98.77% of the share capital) including:

* votes in favour 38121780 ,(49,272%)
* votes against 39248286,(50,728%)
* abstained from voting 0 and that the resolution has not been adopted.