

**Resolution no 1**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding election of the Chairman of the Ordinary General Meeting.**

**§ 1**

Pursuant to the article 409 § 1 of the Commercial Companies Code and § 5 of the Regulations of the General Meeting of TOYA S.A., the Ordinary General Meeting elects Maciej Domagała as chairman of the Ordinary General Meeting.

**§ 2**

This resolution comes into force on the date it is adopted.

The Vice-president of the Supervisory Board concluded that in secret ballot participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Vice-president of the Supervisory Board concluded that the resolution has been adopted.

**Resolution no 2**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding acceptance of the agenda of the Ordinary General Meeting**

**§ 1**

The Ordinary general Meeting of TOYA SA accepts the following meeting agenda:

- 1) Opening of the Ordinary General Meeting.
- 2) Election of the Chairman of the Ordinary General Meeting.
- 3) Confirmation of the legality of the convening the Ordinary general Meeting and its capacity to adopt resolutions.
- 4) Acceptance of the agenda.
- 5) Appointment of Scrutiny Commission.
- 6) Review of the Supervisory Board reports on:
  - a) the assessment of the Company's standing, including the evaluation on the internal control system and the Company's significant risk management system.
  - b) the assessment of the Directors' report on operations of the Company and the Group in the financial year 2012, Financial Statements of the Company and the Group for the financial year 2012 and the Management Board recommendation concerning the appropriation of profit for financial year 2012.
- 7) Adoption of resolution on approval of the Supervisory Board report for year 2012.
- 8) Adoption of resolution on approval of the Directors' report on operations of the Company in year 2012.
- 9) Adoption of resolution on approval of Financial Statements of TOYA S.A. for financial year 2012.
- 10) Adoption of resolution on appropriation of net profit and payment of dividend for financial year 2012.
- 11) Adoption of resolution on approval of Consolidated Financial Statements of TOYA S.A. Group for financial year.
- 12) Adoption of resolution approval of the Directors' report on operations of the Toya S.A. Group in year 2012.
- 13) Adoption of resolutions on approval of the performance of duties of members of the Management Board in financial year 2012.
- 14) Adoption of resolutions on approval of the performance of duties of members of the Supervisory Board in financial year 2012.
- 15) Closing of the General Meeting.

**§ 2**

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor

- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 3**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding appointment of Scrutiny Commission of the Ordinary General Meeting**

§1

Pursuant to the article § 7 point 2 of the Regulations of the General Meeting, the ordinary General Meeting hereby appoints the Scrutiny Commission consisting of:

1. Dorota Chrzanowska
2. Robert Borys

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 4**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding approval of the Supervisory Board report for year 2012.**

§1

Pursuant to the article §26 point 1 letter a of the Articles of Association of TOYA S.A. the Ordinary General Meeting of Toya S.A., following its review, approves the Supervisory Board report including the evaluation of:

- the Directors' report on operations of the Company and the Group in the financial year 2012,
- Financial Statements of the Company and the Group for the financial year 2012,
- the Management Board recommendation concerning the appropriation of profit for financial year 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 5**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the Directors' report on operations of the Company in year 2012**

§1

Pursuant to the article 395 § 2 point 1 of the Commercial Companies Code and §26 point 1 letter a of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A., following its review, approves the Directors' report on operations of TOYA S.A. in year 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 6**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding approval of Financial Statements of TOYA S.A. for financial year 2012**

§1

Pursuant to the article 395 § 2 point 1 of the Commercial Companies Code and §26 point 1 letter a of the Articles of Association of TOYA S.A., the Ordinary General Meeting of TOYA S.A., following its review, approves Financial Statements of TOYA S.A. prepared as at 31 December 2012, consisting of:

- statement of financial position prepared as at 31 December 2012 with total assets and total equity and liabilities of PLN 150 572 thousand (one hundred fifty millions five hundred seventy two thousands polish zloty),
- statement of comprehensive income for the period from 1 January to 31 December 2012 showing comprehensive income of PLN 16 965 thousand (sixteen million nine hundred sixty five thousands polish zloty),
- statement of changes in equity for the period from 1 January 2012 to 31 December 2012,
- statement of cash flows for the period from 1 January 2012 to 31 December 2012,
- additional information regarding adopted accounting policies as well as other explanatory notes.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 7  
of the Ordinary General Meeting  
of TOYA S.A. with its registered head office in Wrocław  
dated 25 June 2013  
regarding appropriation of net profit for financial year 2012**

§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 2012 in the amount of PLN 16 965 007,34 in the following manner:

- allocate PLN 10 556 332,50 (ten million five hundred fifty six thousands three hundred thirty two and fifty cents) for dividend payment to Company's shareholders which constitutes PLN 0,14 (fourteen cents) for one share,
- allocate PLN 6 408 674,84 (six million four hundred eight thousands six hundred seventy four and eighty four cents) to supplementary capital.

§2

the Ordinary General Meeting of TOYA S.A. sets the following dates:

- dividend day for 11 July 2013,
- payout date for 25 July 2013.

§3

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.



**Resolution no 8**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding approval of the Directors' report on operations of the Toya S.A. Group**  
**in year 2012**

§1

Pursuant to the article 395 § 2 point 1 of the Commercial Companies Code and according to the article 63c point 4 of the Accounting Act the Ordinary General Meeting of TOYA S.A., following its review, approves the Directors' report on operations of TOYA S.A. Group in year 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 9**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**

**dated 25 June 2013**

**regarding approval of Consolidated Financial Statements of TOYA S.A. Group for financial year 2012**

§1

Pursuant to the article 395 § 2 point 1 of the Commercial Companies Code and according to the article 63c point 4 of the Accounting Act, the Ordinary General Meeting of TOYA S.A., following its review, approves Consolidated Financial Statements of TOYA S.A. prepared as at 31 December 2012, consisting of:

- consolidated statement of financial position prepared as at 31 December 2012 with total assets and total equity and liabilities of PLN 153 095 thousand (one hundred fifty three million ninety five thousands polish zloty),
- consolidated statement of comprehensive income for the period from 1 January to 31 December 2012 showing comprehensive income of PLN 17 106 thousand (seventeen million one hundred six thousand polish zloty),
- consolidated statement of changes in equity for the period from 1 January 2012 to 31 December 2012,
- consolidated statement of cash flows for the period from 1 January 2012 to 31 December 2012,
- additional information regarding adopted accounting policies as well as other explanatory notes.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in open voting participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 10**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the performance of duties of a President of the Management Board of the Company by Grzegorz Pinkosz in financial year 2012**

§1

Pursuant to the article 395 § 2 point 3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Grzegorz Pinkosz, the President of the Management Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 11**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the performance of duties of a Vicepresident of the Management Board of the Company by Dariusz Hajek in financial year 2012**

§1

Pursuant to the article 395 §2 point 3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Dariusz Hajek, the Vicepresident of the Management Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 12**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the performance of duties of a President of the Supervisory Board**  
**by Piotr Mondalski in financial year 2012**

§1

Pursuant to the article 395 § 2 point 3 and article 395 §3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Piotr Mondalski, the President of the Supervisory Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 13**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the performance of duties of a Vicepresident of the Supervisory Board for in financial year 2012**

§1

Pursuant to the article 395 § 2 point 3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Jan Szmidt, a Vicepresident of the Supervisory Board for period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 35.124.861 shares amounting for 46,58% % of the share capital, out of which 35.124.861 valid votes were placed, including:

- 35.124.861 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 14**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the performance of duties of a Member of the Supervisory Board by Dariusz Górka in financial year 2012.**

§1

Pursuant to the article 395 § 2 point 3 and article 395 §3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Dariusz Górka, the Member of the Supervisory Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 15**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding approval of the performance of duties of a Member of the Supervisory**  
**Board by Tomasz Koprowski in financial year 2012.**

§1

Pursuant to the article 395 § 2 point 3 and article 395 §3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Tomasz Koprowski, the Member of the Supervisory Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 48.651.478 shares amounting for 64,52% of the share capital, out of which 48.651.478 valid votes were placed, including:

- 48.651.478 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.



**Resolution no 16**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**

**regarding approval of the performance of duties of a Member of the Supervisory Board by Grzegorz Maciąg in financial year 2012.**

§1

Pursuant to the article 395 § 2 point 3 and article 395 §3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Grzegorz Maciąg, the Member of the Supervisory Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 63.295.508 shares amounting for 83,94% of the share capital, out of which 63.295.508 valid votes were placed, including:

- 63.295.508 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 17**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding approval of the performance of duties of a Member of the Supervisory**  
**Board by Romuald Szałagan in financial year 2012.**

§1

Pursuant to the article 395 § 2 point 3 and article 395 §3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Romuald Szałagan, the Member of the Supervisory Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 52.356.634 shares amounting for 69,44% of the share capital, out of which 52.356.634 valid votes were placed, including:

- 52.356.634 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.

**Resolution no 18**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated 25 June 2013**  
**regarding approval of the performance of duties of a Member of the Supervisory**  
**Board by Piotr Wojciechowski in financial year 2012.**

§1

Pursuant to the article 395 § 2 point 3 and article 395 §3 of the Commercial Companies Code and §26 point 1 letter c of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. hereby approves the performance of duties by Piotr Wojciechowski, the Member of the Supervisory Board, for the period from 1 January 2012 to 31 December 2012.

§2

This resolution comes into force on the date it is adopted.

The Chairman concluded that in secret ballot participated 58.250.630 shares amounting for 77,25% of the share capital, out of which 58.250.630 valid votes were placed, including:

- 58.250.630 votes in favor
- 0 votes against
- 0 abstained from voting

There was no opposition.

The Chairman concluded that the resolution has been adopted.