Annex 2 to the application with the notification of draft resolutions relating to matters on the agenda or matters that are to be put on the agenda of the general meeting of Toya SA

**RESOLUTION NO. \_\_\_**

**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 19C**

**Section 1**

The Annual General Meeting of TOYA SA decides to remove from the agenda
Annual 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.

Justification:

The Shareholder indicates that the Annual General Meeting of TOYA SA of 28 May 2015., passed a resolution to transfer the entire profit for 2014 to reserve capital. Due to the above resolution proposal in question is harmful to all Shareholders who have already spoken on this issue. In terms of the proposed distribution of profit for 2015 Shareholder agrees with the recommendation of the Management Board and the Supervisory Board regarding the appropriation of profit.