

Resolution No. 1
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____
concerning the election of the Chairperson of the General Shareholders' Meeting

Section 1

Pursuant to Article 409(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 _____ as the Chairperson of the General Shareholders' Meeting.

Section 2

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

Resolution No. 2
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____
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) Accepting the agenda;
- 5) Electing the Vote Counting Committee;
- 6) Examining the Supervisory Board's reports:
 - a.) 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;
 - b.) On the assessment of the Management Board's report on the company's activity for the financial year of 2014, company's financial statements for the financial year of 2014, and the Management Board's motion of how to distribute the profit for the financial year of 2014;
 - 7) Adopting a resolution concerning the approval of the Supervisory Board's report for 2014;
 - 8) Adopting a resolution concerning the examination and approval of the report on the Company's activity in 2014;
 - 9) Adopting a resolution concerning the examination and approval of the Company's financial statements for the financial year of 2014;
 - 10) Adopting a resolution concerning the distribution of profit for the financial year of 2014;
 - 11) Adopting a resolution concerning the examination and approval of the Management Board's report on the activity of the TOYA S.A. group of companies in the financial year of 2014;
 - 12) Adopting a resolution concerning the examination and approval of the consolidated financial statements of the TOYA S.A. group of companies for the financial year of 2014;
 - 13) Adopting resolutions concerning the acknowledgement of the fulfilment of duties by Management Board Members for 2014.
 - 14) Adopting resolutions concerning the acknowledgement of the fulfilment of duties by the Supervisory Board Members for 2014.
- 15) Closing the session of the General Shareholders' Meeting.

Section 2

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

* if there are no objections/instructions, cross out the Instruction for the Proxy/Text of the objection fields.

Resolution No. 3
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____

concerning the appointment of the Vote Counting Committee of the Ordinary General Shareholders' Meeting
Section 1

Pursuant to Article 7.2 of the Rules for the General Shareholders' Meeting, the Ordinary General Shareholders' Meeting of TOYA S.A. appoints the Vote Counting Committee composed as follows:

- 1.
- 2.

Section 2

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

Resolution No. 4
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____

concerning the approval of the Supervisory Board's report for 2014

Section 1

Pursuant to 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 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 2014;
- Company's and group of companies' financial statements for the financial year of 2014;
- Management Board's motion of how to distribute the profit for the financial year of 2014.

Section 2

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

Resolution No. 5
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____

**concerning the approval of the Management Board's report
on the Company's activity in 2014**

Section 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 Management Board's report on the company's activity in 2014.

Section 2

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

Resolution No. 6
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____
concerning the approval of the Company's financial statements for the financial year of 2014
Section 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 2014 prepared as at 31 December 2014, composed of:

- Statement of financial position made as at 31 December 2014 which on the side of assets and liabilities and equity shows an amount of PLN 192,098,000 (in words: one hundred ninety two million ninety eight thousand);
- Statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 showing comprehensive income of PLN 24,363,000 (in words: twenty four million three hundred sixty three thousand);
- Statement of changes in equity for the period from 1 January 2014 to 31 December 2014;
- Cash flow statement for the period from 1 January 2014 to 31 December 2014;
- Note on accounting policies as adopted and other explanations.

Section 2

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

Resolution No. 7
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław

dated _____

concerning the distribution of profit for the financial year of 2014

Section 1

Pursuant to Article 395(2)(2) of the Code of Commercial Companies and Article 26.1.b of the Articles of Association of TOYA S.A., the Ordinary General Shareholders' Meeting of TOYA S.A. decides to distribute the net profit for the financial year of 2014 as follows:

The net profit for the financial year of 2014 of PLN 24,392,612.98 (in words: twenty four million three hundred ninety two thousand six hundred twelve zloty and ninety eight grosz) to be allocated in full to the supplementary capital.

Section 2

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

Resolution No. 8
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____

concerning the examination and approval of the Management Board's report
on the activity of the TOYA S.A. group of companies in the financial year of 2014

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 activity of the TOYA S.A. group of companies in 2014.

Section 2

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

Resolution No. 9

**of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____**

**concerning the examination and approval of the consolidated financial statements of the TOYA
S.A. group of companies for the financial year of 2014**

Section 1

Pursuant to Article 395(5) of the Code of Commercial Companies, in connection with Article 63c(4) of the Act on Accounting, having examined it the Ordinary General Shareholders' Meeting of TOYA S.A. decides to approve the consolidated financial statements of the TOYA S.A. group of companies prepared as at 31 December 2014, composed of:

- Consolidated statement of financial position made as at 31 December 2014 which on the side of assets and liabilities and equity shows an amount of PLN 208,338,000 (in words: two hundred eight million three hundred thirty eight thousand);
- Consolidated statement of comprehensive income for the period from 1 January 2014 to 31 December 2014 showing comprehensive income of PLN 28,379,000 (in words: twenty eight million three hundred seventy nine thousand);
- Consolidated statement of changes in equity for the period from 1 January 2014 to 31 December 2014;
- Consolidated cash flow statement for the period from 1 January 2014 to 31 December 2014;
- Note on accounting policies as adopted and other explanations.

Section 2

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

Resolution No. 10
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____

**concerning the acknowledgement of the fulfilment of duties by President of the Company's
Management Board Grzegorz Pinkosz for 2014**

Section 1

Pursuant to Article 395(2)(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 President of the Management Board Grzegorz Pinkosz for the period from 1 January 2014 to 31 December 2014.

Section 2

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

Resolution No. 11
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław

dated _____

**concerning the acknowledgement of the fulfilment of duties by Vice-President of the Company's
Management Board Dariusz Hajek for 2014**

Section 1

Pursuant to Article 395(2)(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 2014 to 31 December 2014.

Section 2

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

Resolution No. 12
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław

dated _____

**concerning the acknowledgement of the fulfilment of duties by Vice-President of the Company's
Management Board Maciej Lubnauer for 2014**

Section 1

Pursuant to Article 395(2)(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 26 June 2014 to 31 December 2014.

Section 2

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

Resolution No. 13

of the Ordinary General Shareholders' Meeting of

TOYA SA with its registered office in Wrocław

dated _____

concerning the acknowledgement of the fulfilment of duties by Chairperson of the Supervisory Board Piotr Mondalski for the period from 1 January 2014 to 31 December 2014

Section 1

Pursuant to Article 395(2)(3) and Article 395(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 2014 to 31 December 2014.

Section 2

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

Resolution No. 14
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław

dated _____

**concerning the acknowledgement of the fulfilment of duties by Vice-Chairperson of the
Supervisory Board Jan Szmidt for the period from 1 January 2014 to 31 December 2014**

Section 1

Pursuant to Article 395(2)(3) and Article 395(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-Chairperson of the Supervisory Board Jan Szmidt for the period from 1 January 2014 to 31 December 2014.

Section 2

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

**Resolution No. 15
of the Ordinary General Shareholders' Meeting of**

TOYA SA with its registered office in Wrocław

dated _____

**concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board
Dariusz Górka for the period from 1 January 2014 to 31 December 2014**

Section 1

Pursuant to Article 395(2)(3) and Article 395(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 2014 to 31 December 2014.

Section 2

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

Resolution No. 16
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław
dated _____

**concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board
Tomasz Koprowski for the period from 1 January 2014 to 31 December 2014**

Section 1

Pursuant to Article 395(2)(3) and Article 395(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 2014 to 31 December 2014.

Section 2

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

**Resolution No. 17
of the Ordinary General Shareholders' Meeting of**

TOYA SA with its registered office in Wrocław

dated _____

**concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board
Grzegorz Maciąg for the period from 1 January 2014 to 31 December 2014**

Section 1

Pursuant to Article 395(2)(3) and Article 395(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 2014 to 31 December 2014.

Section 2

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

Resolution No. 18
of the Ordinary General Shareholders' Meeting of
TOYA SA with its registered office in Wrocław

dated _____

concerning the acknowledgement of the fulfilment of duties by Member of the Supervisory Board
Romuald Szałagan for the period from 1 January 2014 to 26 June 2014

Section 1

Pursuant to Article 395(2)(3) and Article 395(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 Romuald Szałagan for the period from 1 January 2014 to 26 June 2014.

Section 2

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