

**Resolution no 1**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**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 \_\_\_\_\_ as chairman of the Ordinary General Meeting.

**§ 2**

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

**Resolution no 2**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**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 2011, Financial Statements of the Company and the Group for the financial year 2011 and the Management Board recommendation concerning the appropriation of profit for financial year 2011.
- Adoption of resolution on approval of the Supervisory Board report for year 2011.
- 7) Adoption of resolution on approval of the Directors' report on operations of the Company in year 2011.
- 8) Adoption of resolution on approval of Financial Statements of TOYA S.A. for financial year 2011.
- 9) Adoption of resolution on appropriation of net profit for financial year 2011.
- 10) Adoption of resolution on approval of Consolidated Financial Statements of TOYA S.A. Group for financial year.
- 11) Adoption of resolution approval of the Directors' report on operations of the Toya S.A. Group in year 2011.
- 12) Adoption of resolutions on approval of the performance of duties of members of the Management Board in financial year 2011.
- 13) Adoption of resolutions on approval of the performance of duties of members of the Supervisory Board in financial year 2011.
- 14) Adoption of resolution on changes in the articles of Association of TOYA S.A..
- 15) Closing of the General Meeting.

**§ 2**

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

**Resolution no 3**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**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.
- 2.
- 3

§2

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

**Resolution no 4**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**regarding approval of the Supervisory Board report for year 2011.**

§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 in the financial year 2011,
- the Directors' report on operations of the Group in the financial year 2011,
- Financial Statements of the Company for the financial year 2011,
- Consolidated Financial Statements of the Group for the financial year 2011,
- the Management Board recommendation concerning the appropriation of profit for financial year 2011.

§2

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

**Resolution no 5**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**regarding approval of the Directors' report on operations of the Company in year 2011**

§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 2011.

§2

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

**Resolution no 6**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**regarding approval of Financial Statements of TOYA S.A. for financial year 2011**

§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 2011, consisting of:

- statement of financial position prepared as at 31 December 2011 with total assets and total equity and liabilities of PLN 157 840 thousand (one hundred fifty seven millions eight hundred forty thousand polish zloty),
- statement of comprehensive income for the period from 1 January to 31 December 2011 showing comprehensive income of PLN 24 509 thousand (twenty four million five hundred nine thousand polish zloty),
- statement of changes in equity for the period from 1 January 2011 to 31 December 2011,
- statement of cash flows for the period from 1 January 2011 to 31 December 2011,
- additional information regarding adopted accounting policies as well as other explanatory notes.

§2

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

**Resolution no 7  
of the Ordinary General Meeting  
of TOYA S.A. with its registered head office in Wrocław  
dated \_\_\_\_\_ 2012  
regarding appropriation of net profit for financial year 2011**

§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. decides to appropriate the net profit for year 2011 in the following manner:

net profit for year 2011 in the amount of PLN 24 509 148,68 (twenty four million five hundred nine thousand one hundred forty eight polish zloty and sixty eight cents) shall be allocated to the supplementary capital.

§2

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

**Resolution no 8**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**  
**regarding approval of the Directors' report on operations of the Toya S.A. Group**  
**in year 2011**

§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 2011.

§2

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



**Resolution no 9**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**  
**regarding approval of Consolidated Financial Statements of TOYA S.A. Group for**  
**financial year 2011**

§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 2011, consisting of:

- consolidated statement of financial position prepared as at 31 December 2011 with total assets and total equity and liabilities of PLN 160 243 thousand (one hundred sixty million two hundred forty three thousands polish zloty),
- consolidated statement of comprehensive income for the period from 1 January to 31 December 2011 showing comprehensive income of PLN 26 275 thousand (twenty six million two hundred seventy five thousand polish zloty),
- consolidated statement of changes in equity for the period from 1 January 2011 to 31 December 2011,
- consolidated statement of cash flows for the period from 1 January 2011 to 31 December 2011,
- additional information regarding adopted accounting policies as well as other explanatory notes.

§2

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

**Resolution no 10**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a President of the Management Board  
of the Company by Grzegorz Pinkosz in financial year 2011**

§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 2011 to 31 December 2011.

§2

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

**Resolution no 11**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Vicepresident of the Management  
Board of the Company by Dariusz Hajek in financial year 2011**

§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 2011 to 31 December 2011.

§2

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

**Resolution no 12**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Vicepresident of the Management  
Board of the Company by Tomasz Suchowierski in the period from 1 January 2011  
to 30 November 2011**

§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 Tomasz Suchowierski, the Vicepresident of the Management Board, for the period from 1 January 2011 to 30 November 2011.

§2

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

**Resolution no 13**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a President of the Supervisory Board**  
**by Piotr Mondalski for the period from 14 February 2011 to 31 December 2011**

§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 14 February 2011 to 31 December 2011.

§2

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

**Resolution no 14**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a member of the Supervisory Board  
by Jan Szmidt for the period from 13 January 2011 to 31 December 2011 (including  
performance of duties of a Vicepresident of the Supervisory Board for period from  
14 February 2011 to 31 December 2011)**

§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, the Member of the Supervisory Board, for the period from 13 January 2011 to 31 December 2011 (including performance of duties of a Vicepresident of the Supervisory Board for period from 14 February 2011 to 31 December 2011).

§2

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

**Resolution no 15**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board**  
**by Dariusz Górka for the period from 14 February 2011 to 31 December 2011**

§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 14 February 2011 to 31 December 2011.

§2

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

**Resolution no 16**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board by**  
**Wioletta Koprowska for the period from 1 January 2011 to 14 February 2011**

§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 Wioletta Koprowska, the Member of the Supervisory Board, for the period from 1 January 2011 to 14 February 2011.

§2

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



**Resolution no 17**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board**  
**by Tomasz Koprowski for the period from 14 February 2011 to 31 December 2011**

§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 14 February 2011 to 31 December 2011.

§2

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

**Resolution no 18**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board**  
**by Grzegorz Maciąg for the period from 14 February 2011 to 31 December 2011**

§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 14 February 2011 to 31 December 2011.

§2

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

**Resolution no 19**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board by**  
**Beata Szalagan for the period from 1 January 2011 to 14 February 2011**

§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 Beata Szalagan, the Member of the Supervisory Board, for the period from 1 January 2011 to 14 February 2011.

§2

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

**Resolution no 20**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board**  
**by Romuald Szałagan for the period from 14 February 2011 to 31 December 2011**

§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 14 February 2011 to 31 December 2011.

§2

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

**Resolution no 21**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board by**  
**Elżbieta Wojciechowska for the period from 1 January 2011 to 14 February 2011**

§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 Elżbieta Wojciechowska the Member of the Supervisory Board, for the period from 1 January 2011 to 14 February 2011.

§2

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

**Resolution no 22**  
**of the Ordinary General Meeting**  
**of TOYA S.A. with its registered head office in Wrocław**  
**dated\_\_\_\_\_ 2012**

**regarding approval of the performance of duties of a Member of the Supervisory Board**  
**by Piotr Wojciechowski for the period from 13 January 2011 to 31 December 2011**

§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 13 January 2011 to 31 December 2011.

§2

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

**Resolution no 23**  
**Of the Ordinary General Meeting**  
**Of TOYA S.A. with its registered head office in Wrocław**  
**dated \_\_\_\_\_ 2012**

**regarding changes in the Articles of Association of the Company and authorization for  
the Supervisory Board to establish the unified wording of the amended Articles of  
Association**

§1

Pursuant to the article 430 §1 of the Commercial Companies Code and §25 point 3 letter a of the Articles of Association of TOYA S.A. the Ordinary General Meeting of TOYA S.A. resolves the following:

a) the current wording of § 3 of the Articles of Association:

„§ 3

*The founders of the Company are:*

1. *Jan Szmidt living in Wrocław, Kotsisa Street 27/5, subscribing 312.660 preference registered shares series A, numbered from 000001 to 312.660,*
2. *Tomasz Koprowski living in Wrocław, Wybickiego Street 18/1, subscribing 162.000 preference registered shares series A numbered from 312.661 to 474.660,*
3. *Romuald Szałagan living in Krzywina 1, 57-216 Jęglowa, subscribing 120.840 preference registered shares series A numbered from 474.661 to 595.500,*
4. *Wojciech Sielecki living in Wrocław, ul. Wieczysta 111/24 subscribing 4.500 preference registered shares series A numbered from 595.501 to 600.000.”*

shall be replaced with the following wording:

„§ 3

*The founders of the Company are:*

1. *Jan Szmidt,*
2. *Tomasz Koprowski,*
3. *Romuald Szałagan,*
4. *Wojciech Sielecki.”*

b) § 3 of the Articles of Association:

„§30 The Company public its announcements in “Monitor Sądowy i Gospodarczy”

shall be deleted.

§2

Pursuant to the article 430 §5 of the Commercial Companies Code the Ordinary General meeting hereby authorizes the Supervisory Board to establish the unified wording of the amended Articles of Association.

§3

This resolution comes into force on the date it is adopted, with the effect from the date of registration of changes in the Articles of Association in the Register of Entrepreneurs of the National Court Register.