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**Resolution no. 12/RN/2019  
of the Supervisory Board of  
"TOYA" spółka akcyjna with its registered office in Wrocław  
of 29 May 2019**

**in the matter of approving the Supervisory Board's report on operation assessment report results of  
"TOYA" S.A, the Director's report on the operations of "TOYA" S.A. Capital Group  
and the standalone financial statements of TOYA S.A and consolidated financial  
statements of TOYA S.A Capital Group for the financial year completed on 31 December 2018 in the scope of  
their compliance with books and documents and actual state and submittal of report to the Annual General  
Meeting of Shareholders of TOYA S.A.**

**§1**

The Supervisory Board, pursuant to Art. 382 § 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505), hereby approves the Report on operation assessment report results of "TOYA" S.A, the Director's Report on the operations of "TOYA" S.A. Capital Group and the standalone financial statements of TOYA S.A and consolidated financial statements of TOYA S.A Capital Group for the financial year completed on 31 December 2018 in the scope of their compliance with books, documents and actual state

**§2**

The report referred to in above shall be submitted by the Supervisory Board to the Annual General Meeting of Shareholders.

**§3**

The resolution comes into force upon its adoption.

**The members of the Supervisory Board:**

Item	NAME AND SURNAME	SIGNATURE		
		AFFIRMATIVE	NEGATIVE	ABSTAINED
1.	Piotr Mondalski	x		
2.	Jan Szmidt	x		
3.	Dariusz Górka			
4.	Grzegorz Maciąg	x		
5.	Wojciech Papierak	x		
6.	Michał Kobus			
7.	Beata Szmidt	x		

TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRS [National Court Register] no. 0000066712, with fully paid share capital: PLN 7 504 222,60 ; NIP [Tax Identification Number] no.: 895-16-86-107; REGON [National Official Business Register]: 932093253.



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Appendix no. 1 to the Resolution of the Supervisory Board no. 12/RN/2019 of 29 May 2019.

**The report of the Supervisory Board on the Management Board report assessment results on operations of “TOYA” S.A., Director’s Report on the operations of “TOYA” S.A. Capital Group and the standalone financial statements of TOYA S.A and consolidated financial statements of TOYA S.A Capital Group for the financial year completed on 31 December 2018 in the scope of their compliance with books and documents and actual state**

The Supervisory Board, acting pursuant to Art. 382 § 3 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505) in Resolution 8?RN/2019 of 28 March 2019 adopted the Assessment regarding:

- The Director’s Report on the operations of “TOYA” S.A. for 2018;
- The Director’s Report on the operations of “TOYA” S.A. Capital Group for 2018;
- Standalone financial statements of “TOYA” S.A for the financial year completed on 31 December 2018 r.;
- Consolidated financial statements of “TOYA” S.A Capital Group for the financial year completed on 31 December 2018

The aforementioned documents were assessed by the Supervisory Board in a positive manner, in particular in the scope of their compliance with books, documents and actual state.

The assessment of the Supervisory Board was drawn up on the basis of own analyses after becoming acquainted with the opinion of the auditor of the Company (Ernst & Young Audyt Polska sp. z o.o. sp.k.), on the basis of examination of those documents and information acquired by the Supervisory Board in the scope of rights entitled to this authority, including, in particular, internal control, audit and access to documents, books and information provided to the Supervisory Board by the Audit Committee in the scope of task performed by the Audit Committee under applicable provisions.

In the scope of Assessment referred to in above, the Supervisory Board declared the following:

- I. The Director’s Report on the operations of “TOYA” S.A. for 2018** was drawn up pursuant to Art. 49 of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351, as amended) and § 70 of the Regulation of the Minister of Finance of 29 March 2018 on current and interim information provided by issuers of securities and conditions for regarding the information required under provisions of law of a non-member state as equivalent (Journal of Laws of 2018 item 757, as amended) and it positively assessed the aforementioned Report as compliant with books, documents and actual state.
- II. The Director’s Report on the operations of TOYA S.A. Capital Group for 2018** was drawn up pursuant to Art. 49 of the Accounting Act of 29 September 1994 (Journal of Laws of 2019, item 351, as amended) and § 70 of the Regulation of the Minister of Finance of 29 March 2018 on current and interim information provided by issuers of securities and conditions for regarding the information required under provisions of law of a non-member state as equivalent (Journal of Laws of 2018 item 757, as amended) and it positively assessed the aforementioned Report as compliant with books, documents and actual state.

TOYA S.A. with its registered office in Wrocław, ul. Sołtysowicka 13-15, postal code 51-168, entered in the Register of Entrepreneurs of the National Court Register, kept by the 6th Commercial Division of the District Court for Wrocław-Fabryczna under KRS no. 0000066712, with fully

REGON [National Court Register, Registration Number] no.: 895-16-86-107; nr

- III. Standalone financial statements of "TOYA" S.A for the financial year completed on 31 December of 2018** was drawn up pursuant to International Financial Reporting Standards and presents the reliable and transparent image of economic and financial situation of the Company and it positively assessed the aforementioned Report as compliant with books documents and actual state.
- IV. The consolidated financial statements of "TOYA" S.A Capital Group for the financial year completed on 31 December of 2018** was drawn up pursuant to International Financial Reporting Standards, presents the reliable and transparent image of economic and financial situation of the Company capital group and it positively assessed the aforementioned Report as compliant with books, documents and actual state.

Taking into account the aforementioned, the Supervisory Board recommends the approval of the documents, referred to in points I-IV above, to the Annual General Meeting of Shareholders.

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Piotr Mondalski

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Jan Szmidt

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Dariusz Górka

\_\_\_\_\_  
Grzegorz Maciąg

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