



TOYA SA
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Resolution no. 1

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA Spółka Akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of electing the Chairman of the Annual General Meeting

§ 1

Pursuant to art. 409 § 1 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 5 of the Rules of the General Meeting of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. elects the following person Chairman of the Annual General Meeting, namely Mr/Ms ____.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 2

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of abstaining from electing the Returning Committee of the Annual General Meeting

§ 1

The Annual General Shareholders' Meeting of the company under the business name: TOYA S.A. hereby resolves to abstain from electing the Returning Committee and to entrust the vote counting to the Chairman to be accompanied by a company running electronic voting, present at the Annual General Meeting of Shareholders.

§ 2

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Resolution no. 3

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of adopting the agenda of the Annual General Meeting

§ 1

The Annual General Shareholders' Meeting of the company under the business name: TOYA S.A. adopts the following agenda:

1. Opening the Annual General Meeting.
2. Adopting a resolution in the matter of electing the Chairman of the Annual General Meeting.
3. Declaring the Annual General Meeting duly convened and capable of adopting resolutions.
4. Adopting a resolution in the matter of abstaining from electing the Returning Committee of the Annual General Meeting.
5. Adopting a resolution in the matter of adopting the agenda of the Annual General Meeting.
6. Considering the report of the Management Board on the operations of TOYA S.A. for the year 2018.
7. Adopting a resolution in the matter of approving the Director's report on operations of TOYA S.A. for the year 2018.
8. Considering the standalone financial statement of TOYA S.A. for the fiscal year ended on 31 December, 2018.
9. Adopting a resolution in the matter of approving the standalone financial statement of TOYA S.A. for the fiscal year ended on 31 December, 2018.
10. Considering the Director's report on operations of the TOYA S.A. Capital Group for the year 2018.
11. Adopting a resolution in the matter of approving the Director's report on operations of the TOYA S.A. Capital Group for the year 2018.
12. Considering the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018.
13. Adopting a resolution in the matter of approving the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year 2018.
14. Considering the Supervisory Board's report on the results of the assessment of the Director's report on operations TOYA S.A. and the Director's report on operations of TOYA S.A. Capital Group for the fiscal year 2018 as well as the standalone financial statement of the company TOYA S.A. and the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018 with respect to their compliance with the books and documents as well as with the actual situation and the motion of the Management Board as to the distribution of profit for the fiscal year 2018.

"TOYA" S.A. (joint-stock company) with a registered seat in Wrocław, ul. Sołtysowicka 13-15, postal code: 51-168, entered into the Register of Entrepreneurs of the National Court Register (KRS), kept by the 6th Commercial Division of the District Court for Wrocław - Fabryczna under the KRS number 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP (Tax Id. No.): 895-16-86-107; Regon (Business Id. No.): 932093253.



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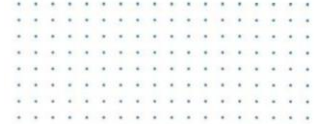
15. Adopting a resolution in the matter of approving the Supervisory Board's report on the results of the assessment of the Director's report on operations of the company TOYA S.A. and the report of the Director's report on operations of the TOYA S.A. Capital Group for the year 2018 as well as the standalone financial statement of the company TOYA S.A. and the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018 with respect to their compliance with the books and documents as well as with the actual situation and the motion of the Management Board as to the distribution of profit for the fiscal year ended on 31 December, 2018.
16. Considering the Supervisory Board's report on operations for the fiscal year ended on 31 December, 2018, containing an annual assessment of the Company's situation while taking into account the internal control, risk management and compliance system and the internal audit function together with an assessment regarding financial reporting and operations.
17. Considering the assessment of the Supervisory Board regarding the manner of the Company complying with its information duties concerning the application of the corporate governance principles as provided for in the Rules of the Stock Exchange and provisions regarding current and interim reporting by issuers of securities.
18. Considering the information of the Supervisory Board regarding the lack of the Company's policy with respect to the Company's sponsorship, charity or other activity of similar nature in the fiscal year ended on 31 December, 2018.
19. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the fiscal year ended on 31 December, 2018.
20. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the fiscal year ended on 31 December, 2018.
21. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Piotr Mondalski, the Vice President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
22. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Jan Szmidt, the Vice President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
23. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Grzegorz Maciąg, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
24. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Dariusz Górka, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
25. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
26. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Michał Kobus, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.
27. Adopting a resolution in the matter of acknowledging the performance of duties by Ms Beata Szmidt, the Member of the Supervisory Board, for the period from 20 November, 2018 to 31 December, 2018.
28. Adopting a resolution in the matter of acknowledging the performance of duties by Mr Tomasz Koprowski, the Member of the Supervisory Board, from 1 January, 2018 to 29 August, 2018.
29. Adopting a resolution in the matter of distribution of profit for the fiscal year ended on 31 December, 2018.

"TOYA" S.A. (joint-stock company) with a registered seat in Wrocław, ul. Sołtysowicka 13-15, postal code: 51-168, entered into the Register of Entrepreneurs of the National Court Register (KRS), kept by the 6th Commercial Division of the District Court for Wrocław - Fabryczna under the KRS number 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP (Tax Id. No.): 895-16-86-107; Regon (Business Id. No.): 932093253.



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30. Adopting a resolution in the matter of establishing the reserve capital to purchase own shares of the Company TOYA S.A.
31. Adopting a resolution in the matter of granting authorisation to the Management Board of TOYA S.A. to purchase the Company's own shares.
32. Any other business.
33. Winding up the Annual General Meeting.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 4

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of approving the report of the Management Board on the operations of TOYA S.A. for the year 2018.

§ 1

Pursuant to art. 395 § 2, item 1 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter a of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. approves, after consideration, the report of the Management Board on the operations of TOYA S.A. for the year 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 5

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of approving the separate financial statement of TOYA S.A. for the fiscal year

ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 1 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter a of the Articles of Association of TOYA S.A., the Annual General Shareholders Meeting of the company under the business name: TOYA S.A. approves, after consideration, the standalone financial statement of TOYA S.A. for the fiscal year ended on 31 December, 2018, which includes:

- a consolidated statement of financial position prepared as at 31 December, 2018, which, on the side of assets as well as liabilities and equity shows the amount of PLN 289 782 thousand (say: two hundred eighty-nine million seven hundred and eighty-two thousand zlotys),
- a statement of profit or loss and other total comprehensive for the period from 1 January, 2018 to 31 December, 2018 showing total income in the amount of PLN 39 200 thousand (say: thirty-nine million two hundred thousand zlotys),
- a statement of changes in equity for the period from 1 January, 2018 to 31 December, 2018,
- a cash flow statement for the period from 1 January, 2018 to 31 December, 2018,
- accounting policy and other explanatory information.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 6

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of approving the Director's report on operations of the TOYA S.A. Capital Group for 2018.

§ 1

Pursuant to art. 395 § 5 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505), the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. approves, after consideration, the Director's report on operations of the TOYA S.A. Capital Group for the year 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 7

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of approving the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year 2018

§ 1

Pursuant to art. 395 § 5 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) in connection with art. 63c, section 4 of the Accountancy Act of 29 September, 1994 (Journal of Laws of 2019, item 351), the Annual General Shareholders Meeting of the company under the business name: TOYA S.A. approves, after consideration, the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year 2018, which includes:

- a consolidated statement of financial position prepared as at 31 December, 2018, which, on the side of assets as well as liabilities and equity shows the amount of PLN 346 113 thousand (say: three hundred forty-six million one hundred thirteen thousand zlotys),
- a consolidated statement of profit or loss and other comprehensive income for the period from 1 January, 2018 to 31 December, 2018 showing total income in the amount of PLN 44 827 thousand (say: forty-four million eight hundred twenty-seven thousand zlotys),
- a consolidated statement of changes in equity for the period from 1 January, 2018 to 31 December, 2018,
- a consolidated cash flow statement for the period from 1 January, 2018 to 31 December, 2018,
- accounting policy and other explanatory information.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 8

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of approving the Supervisory Board's report containing an assessment of the Management Board's report on the operations of the company TOYA S.A. and the Director's report on operations of the TOYA S.A. Capital Group for 2018 as well as the standalone financial statement of TOYA S.A. and the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018 with respect to their compliance with the books and documents as well as with the actual situation and the motion of the Management Board as to the distribution of profit for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant § 26, section 1, letter a of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. approves, after consideration, the report of the Supervisory Board containing an assessment of:

- the Director's report on operations of the company TOYA S.A. and the TOYA S.A. Capital Group for the year 2018,
- the standalone financial statement of the company TOYA S.A. and the consolidated financial statement of the TOYA S.A. Capital Group for the fiscal year ended on 31 December, 2018,

with respect to their compliance with the books and documents as well as with the actual situation and

- the Management Board's motion as to the distribution of profit for the fiscal year ended on 31 December, 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 9

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of acknowledging the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Grzegorz Pinkosz, the President of the Management Board, for the fiscal year ended on 31 December, 2018.

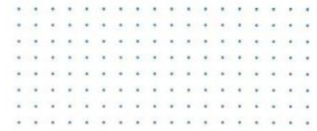
§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 10

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of acknowledging the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Maciej Lubnauer, the Vice President of the Management Board, for the fiscal year ended on 31 December, 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 11

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of acknowledging the performance of duties by Mr Piotr Mondalski, the President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Piotr Mondalski, the President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 12

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of acknowledging the performance of duties by Mr Jan Szmidt, the Vice President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Jan Szmidt, the Vice President of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 13

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of acknowledging the performance of duties by Mr Grzegorz Maciąg, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Grzegorz Maciąg, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

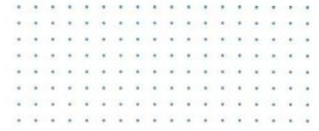
§ 2

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Resolution no. 14

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of acknowledging the performance of duties by Mr Dariusz Górka, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Dariusz Górka, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

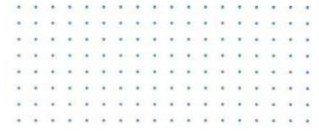
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Resolution no. 15

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ ____ 2019

in the matter of acknowledging the performance of duties by Mr Wojciech Papierak, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Wojciech Papierak, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

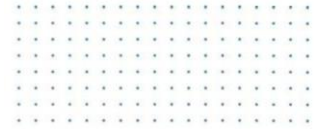
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Resolution no. 16

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of acknowledging the performance of duties by Mr Michał Kobus, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Michał Kobus, the Member of the Supervisory Board, for the fiscal year ended on 31 December, 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 17

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of acknowledging the performance of duties by Ms Beata Szmidt, the Member of the Supervisory Board, for the period from 20 November, 2018 to 31 December, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Ms Beata Szmidt, the Member of the Supervisory Board, for the period from 20 November, 2018 to 31 December, 2018.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 18

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of acknowledging the performance of duties by Mr Tomasz Koprowski, the Member of the Supervisory Board, from 1 January, 2018 to 29 August, 2018.

§ 1

Pursuant to art. 395 § 2, item 3 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2019, item 505) and § 26, section 1, letter c of the Articles of Association of TOYA S.A., the Annual General Meeting of Shareholders of the company under the business name: TOYA S.A. acknowledges the performance of duties by Mr Tomasz Koprowski, the Member of the Supervisory Board, from 1 January, 2018 to 29 August, 2018.

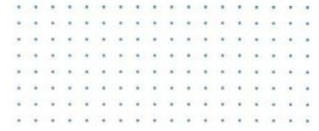
§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 19

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____ 2019

in the matter of distribution of profit for the fiscal year ended on 31 December, 2018.

§ 1

Pursuant to art. 395, § 2, item 2 of the Commercial Companies Code (Act) and § 26, section 1, letter b of the Articles of Association of TOYA S.A., the Annual General Meeting of TOYA S.A. resolves to divide the net profit for the fiscal year ended on 31 December, 2018 in the amount of PLN 39 245 461.70 (say: thirty-nine million two hundred forty-five thousand four hundred sixty-one zlotys 70/100) in the following manner:

- to allocate the net profit for the fiscal year 2018 in the amount of PLN 39 245 461.70 (say: thirty-nine million two hundred forty-five thousand four hundred sixty-one zlotys 70/100) in full towards the supplementary capital.

§ 2

The resolution comes into force as of the day of adopting the same.



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Resolution no. 20

of the Annual General Meeting of Shareholders

of the company under the business name:

TOYA spółka akcyjna with a registered seat in Wrocław

of ____

in the matter of establishing the reserve capital to purchase own shares of TOYA S.A.

§ 1

Acting pursuant to art. 396 §4 in connection with art. 362 § 2, item 3 of the Commercial Companies Code and § 10, item 5 of the Articles of Association of TOYA S.A. with a registered seat in Wrocław (hereinafter the **“Company”**), the Annual General Meeting of the Company resolves to establish the reserve capital in the amount of PLN 15 705 000 (say: fifteen million seven hundred and five thousand zlotys 00/100), by transferring the amount of PLN 15 705 000 (say: fifteen million seven hundred and five thousand zlotys 00/100) from the amounts of the supplementary capital, which, according to art.348 § 1 of the Commercial Companies Code, may be designated for distribution. At the same time, acting pursuant to art. 396 § 5 of the Commercial Companies Code, the Annual General Meeting of the Company resolves to use the reserve capital which is referred to above in accordance with art. 362 § 2, item 3 of the Commercial Companies Code and the resolution in the matter of granting authorisation to the Company’s Management Board to purchase the Company’s own shares.

§ 2

The resolution comes into force upon the present Meeting adopting a resolution in the matter of granting authorisation to the Company’s Management Board to purchase the Company’s own shares.



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Resolution no. 21

of the Annual General Meeting of Shareholders

of the company under the business name:

of TOYA S.A. with a registered seat in Wrocław

of ____

in the matter of granting authorisation to the Management Board of TOYA S.A. to purchase the Company's own shares.

§ 1

Pursuant to the provision under art. 362 § 1, item 5 and 8 of the Commercial Companies Code, the Management Board of TOYA Spółka Akcyjna with a registered seat in Wrocław (hereinafter the **"Company"**) is hereby authorised to purchase the Company's own shares (hereinafter the **"Shares"**), upon the terms and conditions as described in the present resolution.

§ 2

The Company shall purchase the Shares upon the terms and principles as described below:

- a. the maximum number of the Shares purchased shall not exceed 3 000 000 (say: three million);
2. the aggregate nominal value of own shares purchased upon their purchase as well as remaining in the possession of the Company and its subsidiaries at a given time shall not exceed 20% of the Company's share capital, including also the nominal value of own shares held by the Company and its subsidiaries;
3. the Shares purchased shall be fully paid up;
4. the amount of minimum payment for one Share shall be PLN 5.20 (say: five zlotys 20/100), whereas the maximum payment for one Share shall be PLN 7.80 (say: seven zlotys 80/100);
5. the total payment for the Shares, increased by the costs of purchase, shall not be higher than the amount of the reserve capital established under the resolution of the Annual General Meeting of Shareholders of TOYA S.A. in the matter of establishing the reserve capital to purchase own shares of the Company TOYA S.A.;
6. the purchase of the Shares may take place as part of a transaction or transactions on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.), as part of a transaction or transactions beyond the regulated market, or by way of general share purchase, however, the purchase of own shares shall take place in such a way as to ensure equal treatment of all the Company's shareholders; the Shares may be purchased directly by the Company or via an investment company.
7. The Management Board is authorised to purchase the Shares until exhaustion of the funds from the reserve capital as established for this purpose, however, not longer than until 31 May, 2020;
8. commencing and ending the purchase of the Shares requires a separate resolution of the Management Board; the Management Board shall publicly announce detailed information regarding the purchase of the Shares, including the date the purchase of the Shares commences and ends;
9. the Shares purchased by the Company may be redeemed on the basis of a separate resolution of the general meeting, remain the Company's assets or may be allocated for disposal; the Management Board is authorised to determine the intended use of own shares purchased, within the limits as provided for in this resolution, and to dispose of the shares purchased by the Company, subject to

"TOYA" S.A. (joint-stock company) with a registered seat in Wrocław, ul. Sołtysowicka 13-15, postal code: 51-168, entered into the Register of Entrepreneurs of the National Court Register (KRS), kept by the 6th Commercial Division of the District Court for Wrocław - Fabryczna under the KRS number 0000066712, with fully paid-up share capital: PLN 7 504 222.60; NIP (Tax Id. No.): 895-16-86-107; Regon (Business Id. No.): 932093253.



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obtainment of prior consent of the Supervisory Board. In particular, the Shares may be designated for resale, exchange or other purpose specified in a resolution of the Management Board, and it is also possible to transfer the ownership of the Shares in connection with the implementation of potential acquisitions as part of the further development of the Company.

§ 3.

The Management Board shall notify the next General Meeting of purchasing the Shares, in accordance with the provision under art. 363 §1 of the Commercial Companies Code.

§ 4.

The Company's Management Board is hereby authorised to perform any and all actual and legal transactions necessary to purchase the Shares and implement the present resolution, including to determine any additional terms and conditions and details of purchasing the Company's Shares, within the limits as provided for in the present Resolution, as may prove necessary to implement this authorisation.

§ 5.

The resolution comes into force as of the day of adopting the same.