

**Resolution no. 1**  
of the Extraordinary General Meeting of TOYA S.A.  
of 20 January 2020 in the matter of  
**electing the Chairman of the General Meeting**

§1

*Pursuant to Art. 409 § 1 of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships (Journal of Laws of 2019, item 505, as amended) and § 5 of the Rules of the General Meeting of "TOYA" S.A., the Extraordinary General Meeting of the Company under business name of "TOYA" S.A. elects Mr Maciej Domagała the Chairman of the Extraordinary General Meeting. ....*

§2

*The resolution comes into force upon its adoption. -----*

In the **secret** voting the number of shares under which the valid votes were cast is 73,466,236, the percentage of shares under which the valid votes in share capital were cast forms 97.90% and the total number of valid votes is 73,466,236, including: 73,466,236 votes "in favour", 0 votes "against" and 0 "abstain" votes. **Maciej Piotr Domagała** was elected the Chairman.

**Resolution no. 2**

of the Extraordinary General Meeting of the Company under business name of:  
TOYA spółka akcyjna with its registered office in Wrocław  
of 20 January 2020

**in the matter of electing the Returning Committee  
of the Extraordinary General Meeting**

§1

The Extraordinary General Meeting of the Company under business name of: "TOYA" S.A. resolves to abstain from electing the Returning Committee and entrust the vote counting to the Chairman accompanied by the company running electronic voting, present at the Extraordinary General Meeting. — .....

§2

The resolution comes into force upon its adoption. ....

Upon voting, the Chairman declared that the **resolution was adopted** and stated that the resolution was adopted unanimously:

- the number of shares under which the valid votes were cast is 73,466,236, .....
- the percentage of the shares under which the valid votes in share capital were cast is 97,90 %
- the total number of valid votes is 73,466,236, including: 73,466,236 votes "in favour", 0 votes "against" and 0 "abstain" votes.

**Resolution no. 3**  
of the Extraordinary General Meeting of TOYA S.A.  
of 20 January 2020 in the matter of  
**of adopting the agenda**

§1

*The Extraordinary General Meeting of TOYA S.A. adopts the following agenda: .....*

- 1. Opening of the Extraordinary General Meeting. ....*
- 2. Electing the Chairman of the Extraordinary General Meeting. ....*
- 3. Declaring the Extraordinary General Meeting duly held and capable of adopting resolutions.*
- 4. Electing the Returning Committee of the Extraordinary General Meeting .....*
- 5. Adopting the agenda. ....*
- 6. Adopting the resolution concerning the amendment of resolution no. 21 of the Annual General Meeting of TOYA S.A with its registered office in Wrocław of 26 June 2019 (the content of the amended resolution shall be presented in the Current Report no. 14/2019).*
- 7. Adopting resolution in the matter of incurring costs of holding the General Meeting*
- 8. Closing of session of the General Meeting. ....*

§2

*The resolution comes into force upon its adoption. ....*

Upon voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that.....

- the number of shares under which the valid votes were cast is 73,466,236, .....
- the percentage of the shares under which the valid votes in share capital were cast is 97,90 %
- the total number of valid votes is 73,466,236, including: 73,466,236 votes “in favour”, 0 votes “against” and 0 “abstain” votes.

**Resolution no. 4**  
of the Extraordinary General Meeting of TOYA S.A  
of 20 January 2020 in the matter of  
**amending resolution no. 21 of the Annual General Meeting of  
TOYA S.A with its registered office in Wrocław of 26 June 2019**

**§ 1 amending Resolution**

The Extraordinary General Meeting of TOYA S.A with its registered office in Wrocław agrees to amend the content of resolution no. 21 of the Annual General Meeting of TOYA S.A. with its registered office in Wrocław of 26 June 2019 in a manner that it repeals the current entire content of the resolution and gives it the following new wording- .....

§1

*Under the provision of Art. 362 § 1 points 5 and 8 of the Code of Commercial Companies and Partnerships, the Management Board of TOYA Spółka Akcyjna with its registered office in Wrocław (hereinafter referred to as the "Company") is authorised to acquire own shares of the Company (hereinafter referred to as the "Shares") on conditions specified in this resolution. ....*

§2

*The Company shall acquire Shares pursuant to terms and conditions specified below:*

- 1) the number of acquired Shares shall amount to maximum 3,000,000 (say: three million) Shares; .....*
- 2) the total nominal value of the acquired own shares at the moment of their acquisition and the total value of own shares in possession of the Company and its subsidiaries at a given moment shall not exceed 20% of the share capital of the Company, taking into account the nominal value of own shares held by the Company and its subsidiaries.....*
- 3) the acquired Shares shall be paid up in full; .....*
- 4) the minimum amount for one Share shall amount to PLN 7.00 (say: seven Zloty 00/100) and the maximum amount for one Share shall amount to PLN 7.50 (say: seven Zloty fifty Polish grosz), .....*
- 5) the total amount for Shares, increased by acquisition costs, shall not be higher than the amount of reserve capital established under resolution no. 20 concerning the establishment of reserve capital for acquisition of own shares of TOYA S.A adopted by the Annual General Meeting of 26 June 2019; .....*
- 6) the acquisition of shares shall be performed by means of announcing the buyback offer; whereas the acquisition of own shares shall be performed in a manner so as to ensure the equal treatment of all shareholders of the Company .....*

- 7) *the Management Board is authorised to acquire Shares until the exhaustion of financial resources from the reserve capital established for this purpose, but not longer than until 29 February 2020;.....*
- 8) *the commencement and discontinuation of Share acquisition requires the separate resolution of the Management Board; The Management Board shall publicly disclose the detailed information regarding the acquisition of Shares, including the Share acquisition commencement and discontinuation date; .....*
- 9) *the Shares acquired by the Company shall be redeemed under the separate resolution of the General Meeting. ....*

*§3*

*The Management Board shall inform the closest General Meeting on acquisition of Shares pursuant to provision of Art. 363 § 1 of the Code of Commercial Companies and Partnerships.....*

*§4*

*The Management Board of the Company is authorised to perform any factual or legal actions necessary for acquisition of Shares and execution of this resolution, including the determination of any additional terms and conditions and details regarding the acquisition of Shares, under this resolution which are necessary to execute this authorisation.....*

**§ 2 amending resolution**

*The resolution comes into force upon its adoption.....*

Upon voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that.....

- the number of shares under which the valid votes were cast is 73,466,236, .....
- the percentage of the shares under which the valid votes in share capital were cast is 97,90 %
- the total number of valid votes is 73,466,236, including: 73,466,236 votes “in favour”, 0 votes “against” and 0 “abstain” votes.

**Resolution no. 5**  
of the Extraordinary General Meeting of TOYA S.A  
of 20 January 2020  
**in the matter of incurring costs of holding the General Meeting by TOYA S.A.**

§ 1

The Extraordinary General Meeting of TOYA S.A, under Art. 400 § 4 of the Code of Commercial Companies and Partnerships, agrees that the costs of holding of this General Meeting are incurred by TOYA S.A. ....

§ 2

The resolution comes into force upon its adoption. ....

Upon voting, the Chairman declared that the **resolution was adopted**. The Chairman declared that.....

- the number of shares under which the valid votes were cast is 73,466,236, .....
- the percentage of the shares under which the valid votes in share capital were cast is 97,90 %
- the total number of valid votes is 73,466,236, including: 40,778,431 votes “in favour”, 32,479,173 votes “against” and 208,632 “abstain” votes.....