



TOYASA
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Resolution no. 1
of the Extraordinary General Meeting of Shareholders
of
“TOYA” spółka akcyjna with its registered office in Wrocław
of _____ 2019
in the matter of electing the Chairman of the Extraordinary General Meeting of Shareholders

§ 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 Shareholders of “TOYA” S.A., the Extraordinary General Meeting of Shareholders of “TOYA” S.A. elects Mr/Ms _____ the Chairman of the Extraordinary General Meeting of Shareholders.

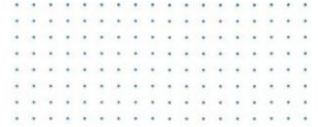
§ 2

The resolution comes into force upon its adoption.



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Resolution no. 2
of the Extraordinary General Meeting of Shareholders
of
“TOYA” spółka akcyjna with its registered office in Wrocław
of _____ 2019
in the matter of electing the Returning Committee of the Extraordinary General Meeting

§ 1

The Extraordinary General Meeting of Shareholders of “TOYA” S.A. hereby resolves to abstain from electing the Returning Committee and to entrust the vote counting to the Chairman accompanied by a company running electronic voting present at the Extraordinary General Meeting of Shareholders.

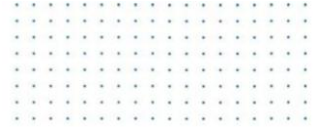
§ 2

The resolution comes into force upon its adoption.



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Resolution no. 3
of the Extraordinary General Meeting of Shareholders
of
“TOYA” spółka akcyjna with its registered office in Wrocław
of _____ 2019
in the matter of adopting the agenda of the Extraordinary General Meeting of Shareholders

§ 1

The Extraordinary General Meeting of Shareholders of “TOYA” S.A. adopts the following agenda:

1. Opening the Extraordinary General Meeting of Shareholders.
2. Electing the Chairman of the Extraordinary General Meeting of Shareholders.
3. Declaring the Extraordinary General Meeting of Shareholders to be duly convened and capable of adopting resolutions.
4. Electing the Returning Committee of the Extraordinary General Meeting of Shareholders
5. Adopting the agenda of the Extraordinary General Meeting of Shareholders.
6. Adopting the resolution in the matter of amending the resolution no. 21 of the Annual General Meeting of Shareholders of TOYA S.A. with its registered office in Wrocław of 26 June 2019 (the content of the amended resolution is presented in the current report no. 14/2019)
7. Adopting the resolution in the matter of incurring costs of convening and holding the Extraordinary General Meeting of Shareholders
8. Closing the Extraordinary General Meeting of Shareholders.

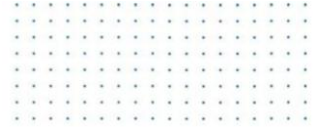
§ 2

The resolution comes into force upon its adoption.



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**Resolution no. 4
of the Extraordinary General Meeting of Shareholders
of TOYA S.A.
with its registered office in Wrocław
of _____ 2019**

in the matter of amending the resolution no. 21 of the Annual General Meeting of Shareholders of TOYA S.A. with its registered office in Wrocław of 26 June 2019 on granting the authorisation to the Management Board of TOYA S.A. to acquire the Company's own shares.

§ 1 of amending Resolution

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

§ 1

Pursuant to 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 authorized to acquire the Company's own shares (hereinafter referred to as the "Shares") under terms and conditions specified in this resolution.

§ 2

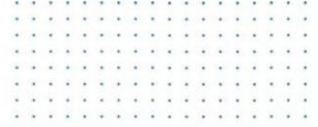
The Company shall acquire Shares on terms and conditions specified below:

- 1) The maximum number of the acquired Shares shall amount to 3 000 000 (say: three million) Shares;
- 2) The total nominal value of the acquired own shares at the moment of their acquisition held by the Company and its subsidiaries at a given moment shall not exceed 20% of the Company's share capital, 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 be PLN 6.80 (say: six Zloty eighty Polish grosz), and the maximum amount for one Share shall be PLN 7.20 (say: seven Zloty twenty Polish grosz).
- 5) The total payment for Shares increased by the acquisition costs shall not be higher than the amount of reserve capital established under the resolution no. 20 in the matter of establishing the reserve capital for the acquisition of own shares of TOYA S.A. adopted by the Annual General Meeting of Shareholders on 26 June 2019.
- 6) The acquisition of Shares can occur by means of announcing the buyback offer, whereas the acquisition of own shares shall be performed in a manner so as to enable the equal treatment of all Shareholders of the Company
- 7) The Management Board is authorised to acquire Shares until the exhaustion of financial means from the reserve capital established for this purpose, but no longer than to 31 October 2019.



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- 8) The commencement and completion of the Share acquisition requires the separate resolution of the Management Board; The Management Board shall make the detailed information regarding the acquisition of Shares public, including the date of commencement and completion of the Share acquisition.
- 9) The Shares acquired by the Company shall be redeemed under the separate resolution of the General Meeting of Shareholders.

§ 3

The Management Board shall notify the closest General Meeting of Shareholders on the acquisition of Shares, pursuant to the 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 actual and legal actions necessary to acquire Shares and perform this resolution, including the determination of any additional terms and conditions and details concerning the acquisition of Shares of the Company in the scope specified in this Resolution that are necessary to perform this authorisation.

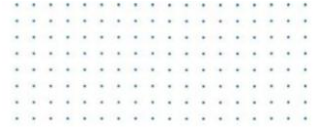
§ 2 of Amending Resolution

The resolution comes into force upon its adoption.



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**Resolution no. 5
of the Extraordinary General Meeting of Shareholders
of TOYA S.A. with its registered office in Wrocław
of _____ 2019**

in the matter of incurring costs of convening and holding the Extraordinary General Meeting of Shareholders

§ 1

Acting under Art. 400 § 4 of the Code of Commercial Companies and Partnerships, the Extraordinary General Meeting of Shareholders of TOYA S.A. with its registered office in Wrocław resolves that the costs of convening and holding this Extraordinary General Meeting of Shareholders shall be incurred by the Company.

§ 2

The resolution comes into force upon its adoption.