

**Resolution no. 1  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018**

**in the matter of electing the Chairman of the Extraordinary General Meeting**

**§1**

Pursuant to art. 409 § 1 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2017, item 1577) and § 5 of the Rules of the General Meeting of TOYA S.A., the Extraordinary General Meeting of the Shareholders of TOYA Spółka Akcyjna elects Maciej Domagała the Chairman of the Extraordinary General Meeting.

**§2**

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

In a **secret** voting, the Shareholders jointly cast 73 641 627 valid votes under 73 641 627 shares making up 94.01% of the share capital in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).

**Resolution no. 2  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018**

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

§ 1

The Extraordinary General Meeting of the Shareholders of TOYA Spółka Akcyjna 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.

§ 2

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

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).

**Resolution no. 3  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018**

**in the matter of adopting an agenda of the Extraordinary General Meeting**

**§ 1**

The Extraordinary General Meeting of Shareholders of TOYA Spółka Akcyjna adopts the following agenda:

1. Opening the Extraordinary General Shareholders' Meeting.
2. Electing the Chairman of the Extraordinary General Meeting.
3. Declaring the Extraordinary Shareholders' Meeting duly convened and capable of adopting resolutions.
4. Adopting a resolution in the matter of abstaining from electing the Returning Committee of the Extraordinary General Meeting.
5. Adopting an agenda of the Extraordinary General Meeting.
6. The Management Board notifying the Company, in accordance with art. 363.1 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577), in the matter of purchasing the Company's own shares in connection with performing resolution no. 19 of the Ordinary General Shareholders' Meeting of 29 June, 2017.
7. Adopting a resolution in the matter of redeeming the Company's own shares.
8. Adopting a resolution in the matter of reducing the Company's share capital and establishing a reserve capital.
9. Adopting a resolution in the matter of changing the designation of the Company's shares and amending § 7, section 1 of the Company's Articles of Association.
10. Adopting a resolution in the matter of dissolving the reserve capital as established for the purpose of purchasing the Company's own shares.
11. Adopting a resolution in the matter of amending §17, section 2, letter "a", section 4 and adding a new section 5 to the Company's Articles of Association and authorising the Supervisory Board to determine the consolidated text of the Company's Articles of Association.
12. Adopting a resolution in the matter of approving the change to the Rules of the Company's Supervisory Board.
13. Winding up the Extraordinary General Meeting.

**§2**

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

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).

**Resolution no. 4**  
**of the Extraordinary General Shareholders' Meeting**  
**of TOYA Spółka Akcyjna with a registered seat in Wrocław**  
**of 27.02.2018**  
**adopting a resolution in the matter of redeeming own shares of TOYA S.A.**

The Extraordinary General Meeting of Shareholders of TOYA Spółka Akcyjna, pursuant to art. 359.1 and 359.2 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577) and § 9, section 1 of the Company's Articles of Association, having regard to resolution no. 18 of the Ordinary General Meeting of TOYA Spółka Akcyjna of 29 June, 2017 in the matter of establishing a reserve capital for the purpose of purchasing own shares of TOYA Spółka Akcyjna and in performance of resolution no. 19 of the Ordinary General Meeting of TOYA Spółka Akcyjna of 29 June, 2017 in the matter of granting authorisation to the Management Board of TOYA Spółka Akcyjna to purchase own shares of TOYA S.A. for the purpose of their redemption (hereinafter: the "Resolution"), in connection with the Company purchasing 3,288,615 (say: three million two hundred eighty-eight thousand six hundred and fifteen) shares of the Company with the total nominal value of PLN 328,861.50, at the price of PLN 8.95 for each share, making up 4.2% of the share capital, resolves as follows:

**§ 1**

1. 3,288,615 (say: three million two hundred eighty-eight thousand six hundred and fifteen) own shares with the nominal value of PLN 0.10 (say: ten grosz) each, dematerialised and marked at **Krajowy Depozyt Papierów Wartościowych S.A. (The Central Securities Depository of Poland) with a registered seat in Warsaw** with the securities code PLTOYA000011 ("Redeemed Shares") in exchange for remuneration in the amount of PLN 29,433,104.25 (say: twenty-nine million four hundred thirty-three thousand one hundred and four 25/100) are hereby redeemed (Voluntary redemption).
2. Given that the Redeemed Shares were purchased by the Company for the purpose of redemption, and that by reason of purchasing the Redeemed Shares, the Company paid to the shareholders, from whom it purchased the same, remuneration in the amount of PLN 8.95 (say: eight zlotys 95/100) for each Redeemed Share purchased, and the remuneration was paid out solely of the amount which, according to art. 348.1 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577), may be designated for distribution, in connection with redemption of the Redeemed Shares no additional remuneration shall be paid.
3. It is resolved that reducing the Company's share capital arising from redemption of the Redeemed Shares shall take place by way of amending the Articles of Association of TOYA S.A. based on a separate resolution of the Extraordinary General Meeting, without the necessity of carrying out a procedure notifying the creditors of share capital reduction which is referred to in art. 456, in accordance with art. 360.2.2 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577), due to the circumstances indicated in section 2 above and due to the fact that the Redeemed Shares are fully covered.

**§ 2**

The substantiation of the redemption of own shares which are referred to in § 1 of the resolution in question is the necessity to meet the obligation as indicated in §2, item 9 of the Resolution.

**§ 3**

The Resolution enters into force as of the day of adopting the same, subject to, however, that the redemption of the Redeemed Shares shall take place as of the day of entering the Company's share capital reduction, which is referred to in § 1, section 3 of the present resolution, into the register of entrepreneurs of the National Court Register.

The Chairman ordered voting counted in accordance with art. 415.1 in connection with 415.4 of the Commercial Companies Code. (Journal of Laws of 2017, item 1577), and upon its completion he declared that in an open voting the total number of valid votes were cast in the following manner: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes “for” (which makes up 100 % of the votes cast),
- 0 votes “against” (which makes 0 % of the votes cast),
- 0 “abstention” votes (which makes up 0% of the votes cast).

**Resolution no. 5  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018**

**in the matter of reducing the share capital of TOYA S.A. and establishing a reserve capital.**

The Extraordinary General Meeting of TOYA Spółka Akcyjna, in connection with adopting Resolution no. 4 of 27.02.2018 in the matter of redeeming the Company's own shares for the purpose of adjusting the amount of the Company's share capital up to the sum of the nominal value of the shares, acting under art. 455.1 and 455.2 in connection with art. 360.1 and 360.2.2, item 2 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577), hereby resolves as follows:

**§ 1**

1. It is resolved that the Company's share capital shall be reduced from the amount of PLN 7,833,084.10 (say: seven million eight hundred thirty-three thousand eighty-four zlotys 10/100) to the amount PLN 7,504,222.60 (say: seven million five hundred four thousand two hundred and twenty-two zlotys 60/100), that is by the amount of PLN 328,861.50 (say: three hundred twenty-eight thousand eight hundred and sixty-one zlotys 50/100).
2. The reduction of the Company's share capital shall take place by way of amending the Articles of Association of TOYA S.A. by redeeming in total 3,288,615 (three million two hundred eighty-eight thousand six hundred and fifteen) shares with the nominal value of PLN 0.10 (say: ten grosz) each, dematerialised and marked at **Krajowy Depozyt Papierów Wartościowych S.A. (The Central Securities Depository of Poland) with a registered seat in Warsaw** with the securities code PLTOYA000011.
3. Given the fact that the reduction of the Company's share capital shall take place in connection with redeeming the shares purchased for the purpose of redemption, and the remuneration by reason of purchasing those shares was paid out of the amount which, according to art. 348.1 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577) may be designated for distribution, and the shares purchased for the purpose of redemption were fully covered, the reduction of the Company's share capital does not require carrying out the procedure notifying the creditors of share capital reduction which is referred to in art. 456 in accordance with 360.2, item 2 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577).

**§2**

Acting pursuant to art. 457.2, in connection with art. 360.2.2 of the Commercial Companies Code (Act) of 15 September, 2000 (Journal of Laws of 2017, item 1577) and § 10, item 5 of the Articles of Association of TOYA S.A. with a registered seat in Wrocław, the Extraordinary General Meeting of TOYA Spółka Akcyjna resolves to redeem a separate reserve capital – "reserve capital from reducing the share capital", to which the amount of PLN 328,861.50 (say: three hundred twenty-eight thousand eight hundred and sixty-one zlotys 50/100) shall be transferred as obtained from reducing the share capital of TOYA S.A.

**§3**

The Resolution enters into force as of the day of adopting the same, subject to, however, that the establishment of the reserve capital which is referred to in §2 of the present resolution shall take place as of the day of entering the reduction of the share capital of TOYA S.A. into the register of entrepreneurs of the National Court Register.

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).

**Resolution no. 6  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018**

**in the matter of changing the designation of the Company's shares and amending § 7, section 1  
of the Company's Articles of Association.**

The Extraordinary General Meeting of TOYA Spółka Akcyjna, in connection with adopting Resolution no. 4 of 27.02.2018 in the matter of redeeming own shares and given the dematerialisation of all the shares entered into **Krajowy Depozyt Papierów Wartościowych S.A. (The Central Securities Depository of Poland) with a registered seat in Warsaw** under the code PLTOYA000011 and the lack of possibility of their individuation both as to the series and the number, resolves as follows:

**§ 1**

The designation of all the Company's shares entered under the code PLTOYA000011 is hereby changed and they are marked as A series shares.

**§2**

In connection with changing the designation of all the Company's shares, the Extraordinary General Meeting of Shareholders of TOYA Spółka Akcyjna, pursuant to art. 430.1 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577) in connection with § 26, section 1, letter h) of the Company's Articles of Association, hereby amends §7, section 1 of the Company's Articles of Association which shall receive the following wording:

§7, section 1:

"1. The share capital shall be PLN 7,504,222.60 (say: seven million five hundred four thousand two hundred and twenty-two zlotys, 60/100) and shall be divided into 75,042.226 (say: seventy-five million forty-two thousand two hundred and twenty-six) A series ordinary bearer shares with the nominal value of PLN 0.10 (ten grosz) each share."

**§3**

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

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).

**Resolution no. 7  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018**

**in the matter of dissolving the reserve capital established for the purpose of purchasing the  
Company's own shares.**

The Extraordinary General Meeting of TOYA Spółka Akcyjna, in connection with carrying out resolution no. 19 of the Ordinary General Meeting of the Shareholders of the Company of 29 June, 2017 in the matter of granting authorisation to the Management Board of TOYA S.A. to purchase the Company's own shares for the purpose of their redemption, pursuant to art. 396.5 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577) in connection with § 10, item 5 and § 26, section 1, letter "m" of the Company's Articles of Association, resolves as follows:

**§ 1**

It is resolved that the reserve capital as established under resolution no. 18 of the Ordinary General Meeting of the Shareholders of the Company of 29 June, 2017 in the matter of establishing a reserve capital for the purpose of purchasing own shares of TOYA S.A. shall be dissolved.

**§2**

In connection with the finalisation of the process of purchasing the Company's own shares under the authorisation granted to the Company's Management Board by way of resolution no. 19 of the Ordinary General Meeting of the Shareholders of the Company of 29 June, 2017, the remaining unused funds for that purpose in the amount of PLN 25,847.97 (say: twenty-five thousand eight hundred forty-seven thousand zlotys 97/100) as gathered as part of the reserve capital which is referred to in § 1 of the resolution, is resolved to be designated towards the Company's supplementary capital.

**§3**

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

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).



**Resolution no. 8  
of the Extraordinary General Shareholders' Meeting  
of TOYA Spółka Akcyjna with a registered seat in Wrocław  
of 27.02.2018  
in the matter of amending §17, section 2, letter "a", section 4,  
and adding a new section 5 to the Company's Articles of Association and authorising the  
Supervisory Board to determine the consolidated text of the Company's Articles of Association.**

**§1**

The Extraordinary General Meeting of the Shareholders of the company under the business name TOYA Spółka Akcyjna, acting pursuant to art. 430.1 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577) in connection with §26, section 1, letter h) hereby amends §17, section 2, letter "a" of the Company's Articles of Association which shall receive the following phrasing:

§17, section 2, letter a):

"appointing an expert auditor for auditing the Company's financial statement, upon the presentation of a recommendation by the Audit Committee,"

**§ 2**

The Extraordinary General Meeting of the Shareholders of the company under the business name TOYA Spółka Akcyjna, acting pursuant to art. 430.1 of the Commercial Companies Code (Act) hereby amends §17, section 4 of the Company's Articles of Association which shall receive the following wording:

§17, section 4:

"The Supervisory Board shall adopt the Rules of the Audit Committee and appoint the Audit Committee members for the period of its term of office from among its members while taking into account the requirement that at least one Audit Committee member shall possess the knowledge and skills in the area of accounting or auditing financial statements as well as that the majority of the members of the Audit Committee, including its Chairman, shall meet the independence criterion which is referred to in the applicable provisions of the law."

**§ 3**

The Extraordinary General Meeting of the Shareholders of the company under the business name TOYA Spółka Akcyjna, acting pursuant to art. 430.1 of the Commercial Companies Code (Act) hereby amends §17 of the Company's Articles of Association by adding a new section 5 with the following wording:

§17, section 5:

"An Audit Committee member's term of office shall expire in the event of:

- a) expiry of their term of office as the Supervisory Board member selected to the Audit Committee before the lapse of the term of office of the entire Supervisory Board,
- b) submitting resignation from the function served on the Audit Committee;
- c) removal from the Committee by way of resolution of the Supervisory Board."

**§ 4**

The Extraordinary General Shareholders' Meeting, in connection with the adopted resolution no. 6 and resolution no. 8 in the matter of amending the Company's Articles of Association, under art. 430.5 of the Commercial Companies Code (Act) of 15 September, 2000 (consolidated text, Journal of Laws of 2017, item 1577) hereby authorises the Supervisory Board to determine the consolidated text of the amended Articles of Association.

**§ 5**

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

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).

**Resolution no. 9**  
**of the Extraordinary General Shareholders' Meeting**  
**of TOYA Spółka Akcyjna with a registered seat in Wrocław**  
**of 27.02.2018**  
**in the matter of approving change to the Rules of the Company's Supervisory Board.**

**§1**

The Extraordinary General Meeting of the Shareholders of the company under the business name TOYA Spółka Akcyjna, acting pursuant to § 21, section 3 of the Company's Articles of Association, hereby approves the change to the Rules of the Supervisory Board with the wording as given by the resolution of the Supervisory Board in the matter of determining the consolidated text of the Rules of the Supervisory Board of the Company no. 8/RN/2018, of 30 January, 2018.

**§2**

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

The Chairman ordered the voting and upon its completion he declared that in an open voting the total number of valid votes were cast: 73 641 627 under 73 641 627 shares making up 94.01% of the share capital, which was done in the following manner:

- 73 641 627 votes "for" (which makes up 100 % of the votes cast),
- 0 votes "against" (which makes 0 % of the votes cast),
- 0 "abstention" votes (which makes up 0% of the votes cast).