

**PROXY VOTING FORM FOR THE ANNUAL GENERAL MEETING OF SECO WARWICK S.A.**

This form may not be used in lieu of the power of proxy.

Grantor's details:

First Name/Surname/Company: .....

Address of Residence/Registered Office: .....

Personal Identification Number (PESEL)/Industry Identification Number (REGON): .....

ID Card/Other Official Identity Document Number: .....

Proxy's details:

First Name/Surname/Company: .....

Address of Residence/Registered Office: .....

Personal Identification Number (PESEL)/Industry Identification Number (REGON): .....

ID Card/Other Official Identity Document Number: .....

The tables supplied below for instructions for the Proxy refer to draft resolutions included alongside the published notice of convening of the Annual General Meeting. The Company's Management Board cautions that the draft resolutions may differ from the resolutions put to vote directly at the Company's Annual General Meeting. Thus, it is recommended that Proxy be instructed how to proceed in such case.

The Grantor's instruction is issued by inserting "X" where appropriate. In the event of further instructions, the Grantor shall fill in the "Further/Other Instructions" rubric indicating how the voting right is to be exercised by the proxy.

If the Grantor decides to vote its shares in a different manner, in the space provided he shall indicate the number of shares that the proxy is to vote "for", "against" or "abstained" . If the number of shares is not specified as requested, the proxy is deemed to be authorised to vote as instructed on all of the Shareholder's shares.

**Resolution No. 1 on election of the Chairman of the General Meeting**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....  
 Further/Other instructions: .....

**Resolution No. 2 on abolishing the secrecy of election of the Ballot Counting Committee**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....  
 Further/Other instructions: .....

**Resolution No. 3 on appointment of the Ballot Counting Committee**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....  
 Further/Other instructions: .....

**Resolution No. 4 on approving the agenda for the Meeting**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....  
 Further/Other instructions: .....

**Resolution No. 5 on approval of the Company's financial statements for the financial year 2013**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 6 on approval of the Directors' Report on the Company's operations in the financial year 2013**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 7 on approval of the Directors' Report on the operations of the SECO/WARWICK Group in the financial year 2013**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 8 on approval of the SECO/WARWICK S.A. Group's consolidated financial statements for the financial year 2013**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 9 to grant discharge to Paweł Wyrzykowski, President of the Management Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 10 to grant discharge to Wojciech Modrzyk, Vice-President of the Management Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 11 to grant discharge to Jarosław Talerzak, Vice-President of the Management Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAIN	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 12 to grant discharge to Andrzej Zawistowski, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 13 to grant discharge to Henryk Pilarski, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 14 to grant discharge to James Albert Goltz, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 15 to grant discharge to Jeffrey Boswell, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 16 to grant discharge to Zbigniew Rogóz, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 17 to grant discharge to Gutmann Habig, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 18 to grant discharge to Witold Klinowski, Member of the Supervisory Board, in respect of performance of his duties**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 19 on distribution of the Company’s net profit for the period January 1st–December 31st 2013**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions:.....

**Resolution No. 20 on redemption of Series A warrants**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 21 on the redemption of the Incentive Scheme Regulations SECO / WARWICK S.A. and redemption other resolutions related to the functioning of the Incentive Program**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

**Resolution No. 22 to repeal § 7.2 of the Articles of Association**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions:.....

**Resolution No. 23 on the establishment of the unified text of the Articles of Association**

FOR	AGAINST	ABSTAINED	AT PROXY'S DISCRETION
Number of shares:	Number of shares:	Number of shares:	Number of shares:

Objection in the case of voting against .....

Further/Other instructions: .....

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*Grantor's signature*