

**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 Chair 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 2015**

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 2015**

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 2015**

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 2015**

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 in respect of his duties as President of the Management Board**

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 in respect of his duties as Vice-President of the Management Board**

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 in respect of his duties as Vice-President of the Management Board**

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 Wojciech Peret in respect of his duties as Member of the Management Board**

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. 13 to grant discharge to Andrzej Zawistowski, Member of the Supervisory Board, in respect 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 Henryk Pilarski, Member of the Supervisory Board, in respect 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 James Albert Goltz, Member of the Supervisory Board, in respect 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 Jeffrey Boswell, Member of the Supervisory Board, in respect 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 Zbigniew Rogóż, Member of the Supervisory Board, in respect 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 Gutmann Habig, Member of the Supervisory Board, in respect 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 to grant discharge to Witold Klinowski, Member of the Supervisory Board, in respect 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. 20 to grant discharge to Marcin Murawski, Member of the Supervisory Board, in respect 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. 21 on the transfer of funds in the capital reserve to statutory reserve**

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 on allocation of the Company's profit for the period from January 1st to December 31st 2015**

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 to amend Art. 6.2 of the Company’s 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. 24 to amend Art. 30.4 of the Company’s 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. 25 to add Art. 29.1.9 to the Company’s 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. 26 to cancel treasury shares, reduce the Company’s share capital and amend the Company’s 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. 27 to adopt a consolidated text of the Company’s 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. 28 to appoint Mr ..... as member of the Supervisory Board**

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. 29 on determining a new number of members of the Supervisory Board for the current term of office**

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. 30 to adopt new Rules of Procedure for the Supervisory Board of Seco/Warwick S.A.**

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. 31 to adopt new Rules of Procedure for the General Meeting of Seco/Warwick S.A.**

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*