

Summoning of the Ordinary Shareholders' Meeting of SECO/WARWICK S.A. on 29 April 2009.

Current report 10/2009 as of 07.04.2009

Legal base selected at ESPI: Art.56 passage 1 i. 2 in the Act on public offering – current and interim reporting

The Board of Directors of SECO/WARWICK S.A., having its registered office in Świebodzin, acting on the basis of Article 393 in connection with the content of Article 395, § 1 and Article 399, § 1 of the Code of Commercial Companies, as well as § 13, passage 2 of the Articles of Association, summons the Ordinary Shareholders' Meeting that will be held on 29 April 2009, at 12:00 in Świebodzin, in the Company's office, at 50 Łużycka Street. The agenda:

1. Opening of the session of the Ordinary Shareholders' Meeting.
2. Election of the Chairman of the Ordinary Shareholders' Meeting.
3. Statement about the correctness of formal summoning the Ordinary Shareholders' Meeting, as well as the possibility to adopt resolutions in accordance with the Articles of Association, as well as regulations of the Code of Commercial Companies.
4. Selection of the Returning Committee.
5. Adoption of the agenda.
6. Report of the Board of Directors on the Company's operations for the financial year 2008.
7. Presentation of the income statement for the financial year 2008.
8. Examination of the report of the Board of Directors on the Company's operations and the financial statement, as well as application concerning profit distribution, for the financial year 2008.
9. Examination of the report of the Board of Directors from operations of Capital Group SECO/WARWICK S.A., as well as the consolidated financial statement of Group SECO/WARWICK for the financial year 2008.
10. Examination of the report of the Supervisory Board on assessment of the report of the Board of Directors on the Company's operations and the financial statement for their compliance with the books and documents, the actual condition, as well as the application of the Board of Directors concerning profit distribution for the financial year 2008.
11. Adoption of a resolution on approval of the financial statement for the financial year 2008.
12. Adoption of resolutions on approval of the report of the Board of Directors for the financial year 2008.
13. Adoption of a resolution on approval of the report of the Board of Directors on operations of Group SECO/WARWICK S.A., as well as consolidated financial statement of Capital Group SECO/WARWICK S.A. for the financial year 2008.
14. Granting to the members of the Board of Directors a vote of approval in respect of performing their obligations for the financial year 2008.
15. Granting to the members of the Supervisory Board a vote of approval in respect of performing their obligations for the financial year 2008.
16. Adoption of a resolution on profit distribution for the financial year 2008.
17. Adoption of a resolution concerning determination of the number of members of the Supervisory Board for the present term of office.
18. Adoption of resolutions on changes in the Supervisory Board.
19. Adoption of a resolution on change in remuneration of the Supervisory Board Members.
20. Adoption of a resolution on change in resolution no. 4 of the Extraordinary Shareholders' Meeting of 17 July 2007 on fundamental principles of the management program.
21. Adoption of a resolution on change in resolution no. 5 of the Extraordinary Shareholders' Meeting of 17 July 2007 on issuance of registered subscription warrants, A series, excluding preemptive right.
22. Adoption of a resolution concerning change in resolution no. 6 of the Extraordinary Shareholders' Meeting of 17 July 2007 on conditional increase in the Company's initial

capital by way of issuing C series bearer shares, excluding preemptive right of so far shareholders.

23. Adoption of resolutions on changes in the Articles of Association concerning: § 6 item 2, § 7 item 2, § 30 passage 1, § 33.
24. Adoption of a resolution on authorization of the Supervisory Board to determine uniform text of the Articles of Association.
25. Miscellaneous.
26. End of the session of the Ordinary Shareholders' Meeting.

Please find enclosed draft resolutions on changes in the Articles of Association along with the content of previously binding provisions:

Acting on the basis of § 38, passage 1, item 2b of the Regulation of the Minister of Finance of 19 February 2009 on Current And Periodical Information Transferred By Issuers Of Securities, As Well As Conditions Of Recognizing Equivalent Information Required By Legal Regulations Of A Country Not Being Member Country, the Company's Board of Directors informs on the proposed changes in the Articles of Association

Change 1:

Previously valid content of § 6, item 2 of the Articles of Association: "The object of the Company's activity, according to the Polish Classification of Activity includes:

1. production of wooden packaging
2. production of metal construction elements
3. production of tankers, containers and metal tanks; production of heaters and central heating boilers
4. metal forging, pressing, extrusion and rolling; metallurgy of powders
5. metal treatment and laying of coatings on metals; mechanical treatment of metal elements
6. production of knife products, tools and general-purpose metal products
7. production of other finished metal products
8. production of other general-purpose machines
9. production of machine tools and mechanical tools
10. production of other special-purpose machines
11. production of systems for industrial process control
12. wholesale sale executed to order
13. wholesale sale of machines, equipment and additional accessories
14. other wholesale sale
15. other land transport
16. financial agency, excluding insurance and pension-disability funds
17. real property service
18. rental of machines and equipment without service, as well as lending of personal and household products
19. computer science
20. research and development works in the field of natural and technical sciences
21. activities related to architecture and engineering
22. technical tests and analysis
23. advertising
24. recruitment and provision of employees
25. other commercial activities

Draft resolution on change in § 6, item 2 of the Articles of Association: The Ordinary Shareholders Meeting of SECO/WARWICK S.A. decides to change the content of § 6, item 2 of the Articles of Association, giving it new a wording, as follows:

The object of the Company's activities is:

1. Production of wooden packaging

2. Production of metal structures and their parts
3. Production of heaters and central heating boilers
4. Production of other tanks, tankers and metal containers
5. Metal forging, pressing, extrusion and rolling; metallurgy of powders
6. Metal treatment and laying of coatings on metals
7. Mechanical treatment of metal elements
8. Production of knife products and cutlery
9. Production of tools
10. Production of metal containers
11. Production of metal packagings
12. Production of other finished metal products, elsewhere not classified
13. Production of furnaces and furnace burners
14. Production of office machinery and equipment, excluding computers and peripherals
15. Production of hand and mechanical tools
16. Production of other general-purpose machines, elsewhere not classified
17. Production machines textile, clothing and leather industry
18. Production of machines for treatment of rubber or plastics, as well as manufacturing materials from these goods
19. Production of other special-purpose machines, elsewhere not classified
20. Production of medical devices, instruments and products, including dentist
21. Repair and maintenance of finished metal products
22. Installation of industrial machines, equipment and accessories
23. Activities of agents involved in sale of industrial machines, devices, ships and aircrafts
24. Activities of agents specializing in sale of other specific products
25. Activities of agents involved in sale of variety of products
26. Wholesale sale of other machines and equipment
27. Non-specialized wholesale sale
28. Road transport of goods
29. Service activities supporting land transport
30. Activities related to software
31. Activities related to consulting regarding computer science
32. The remaining service financial activities, elsewhere not classified, excluding insurance and pension funds
33. Purchase and sales of real estate on its own account
34. Rental and management of the real estate, possessed or leased
35. Activities in the field of engineering and related technical consulting
36. Tests and analysis related with food quality
37. Scientific research and development works in the field of biotechnology
38. Activities of advertising agencies
39. Agency in sale of time and space for advertising purposes on the radio and in television
40. Agency in sale of space for advertising purposes in printed mass media
41. Agency in sale of space for advertising purposes in electronic mass media (Internet)
42. Agency in sale of space for advertising purposes in other mass media
43. Rental and lease of agricultural machines and devices
44. Rental and lease of construction machines and devices
45. Rental and lease of office machines and devices, including computers
46. Activities related to looking for jobs and acquiring employees
47. The remaining activities related with provision of employees
48. Auxiliary activities related to maintenance of order in the buildings
49. Activities provided by collecting agencies and credit offices

Change 2:

Previously valid content of § 7, item 2 of the Articles of Association: "The conditional initial capital is established in order to enable exercising the right to take up no more than 300.000 (three hundred thousand) shares, C series, which shall be vested in the owners of subscription warrants, A series, that have been issued in accordance with the resolution of the Extraordinary Shareholders' Meeting no. 5 of 17 July 2007 on issuing registered subscription warrants, A series, excluding preemptive right."

Draft resolution on change in § 7 item 2 of the Articles of Association: The Ordinary General Shareholders' Meeting of SECO/WARWICK S.A. decides to change content of § 7, item 2 of the Articles of Association, giving it a new wording, as follows: "The conditional initial capital is established in order to enable exercising the right to take up no more than 300.000 (three hundred thousand) shares, C series, which shall be vested in the owners of subscription warrants, A series.

Change 3:

Previously valid content of § 30, item 1 Articles of Association: The Board of Directors is composed of 2 (two) to 5 (five) members selected by the Supervisory Board, subject to paragraph 3 of the present passage, performing function of: the President, Deputy President and members of the Board of Directors.

Draft resolution on change in § 30, item 1 of the Articles of Association: The Ordinary Shareholders' Meeting of SECO/WARWICK S.A. decides to change content of § 30, item 1 of the Articles of Association, giving it a new wording, as follows: "The Board of Directors is composed of 2 (two) to 7 (seven) members selected by the Supervisory Board, subject to paragraph 3 of the present passage, performing function of: the President, Deputy Presidents and members of the Board of Directors. The Supervisory Board may appoint any number of Deputy Presidents."

Change 4:

Previously valid content of § 33 of the Articles of Association: 1. The Company's organization is determined by organizational regulations, adopted by the Board of Directors. 2. A paper meant for the Company's announcements shall be Gazeta Wyborcza.

Draft resolution on change in § 33 of the Articles of Association: The Ordinary Shareholders' Meeting of SECO/WARWICK S.A. decides to change content of § 33 of the Articles of Association, giving it a new wording, as follows: "The Company's organization is determined by organizational regulations, adopted by the Board of Directors.

The Company's Board of Directors informs that according to Article 406, § 2 and 3 of the Code of Commercial Companies, in connection with Article 9, passage 3 of 29 July 2005 on Trade In Financial Instruments, the condition of participation in the Ordinary Shareholders' Meeting is submitting, by post, to address of the Company or in its registered office in Świebodzin at 8 Sobieskiego Street, in the secretariat at 7.00-15.00, the registered deposit certificate at least one week before the date of the Ordinary Shareholders' Meeting, (i.e. until 22 April 2009 inclusive) and its not collecting prior to the end of the Ordinary Shareholders' Meeting. The deposit certificate should define number of shares, as well as contain information that these shares shall not be object of trade until the end of the Ordinary Shareholders' Meeting. The shareholders may participate at the Ordinary Shareholders' Meeting, as well as exercise the right to vote in person or by attorneys operating on the basis of a written power of attorney. The representatives of legal persons should a present up-to-date copy from a relevant court register, indicating persons authorized to their representation. A person not listed in the copy from the register should be able to demonstrate power of attorney. The list of shareholders authorized to participate at the Ordinary Shareholders'

Meeting will be displayed in the premises of the Board of Directors at Sobieskiego Street in Świebodzin during three business days before the date of such a Meeting. Registration of shareholders and issuance of voting cards will start on the day of holding the Ordinary Shareholders' Meeting in front of the session hall from 11:00.

Legal basis: § 38, passage 1 and § 100, passage 3 of the Ordinance of the Minister of Finance concerning current and interim information to be disclosed by issuers of securities and the terms of concluding information demanded by the regulations of a country which is not a member country, dated from 19 February 2009. (Dz. U.[Polish Journal of Laws] 2009 No. 33 item 259).