

**Subject:** Draft resolution submitted by a shareholder for the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for April 29th 2010 and an attachment to the draft.

Current Report No. 12/2010 of April 28th 2010.

**Legal basis:** Art. 56.1.2 of the Public Offering Act – current and periodic information

**Contents of the Report:**

In connection with the submission, on April 28th 2010, by a shareholder representing at least 5% of the share capital, of a draft resolution regarding matters included in the agenda under item 16: Adoption of a resolution on appointment of the Supervisory Board of the Second Term, the Management Board of SECO/WARWICK S.A. hereby publishes – attached hereto – Resolution No. 25A on appointment of Mr Mariusz Czaplicki as member of the Supervisory Board. The resolution is to be discussed during the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for April 29th 2010.

Attached: grounds for the resolution and the curriculum vitae of the candidate for the Supervisory Board member.

**Legal basis:**

Par. 38.1.5 of the Minister of Finance's Regulation on current and periodic reports to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated February 19th 2009 (Dz. U. 2009, No. 33, item 259).

**Attachments:**

- Draft resolution No. 25A for the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for April 29th 2010.
- Grounds for draft resolution No. 25A for the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for April 29th 2010
- Mr Mariusz Czaplicki's curriculum vitae.

**Contents of the Attachments:**

- Text of the draft resolution.
- Grounds for the draft resolution.
- Mr Mariusz Czaplicki's curriculum vitae.

**Item**

**16:**

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**1. The Annual General Shareholders Meeting unanimously adopted the following resolution by open ballot: -----**

**Resolution No. 25A  
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna  
of Świebodzin  
on election of Mariusz Czaplicki as Member of the Supervisory Board  
for a second term of office**

Pursuant to Art. 385.1 of the Commercial Companies Code and Par. 20, second sentence, of the Company's Articles of Association, the Annual General Shareholders Meeting of SECO/WARWICK S.A. hereby elects Mariusz Czaplicki as Member of the Supervisory Board for a second term of office.

**2. The Annual General Shareholders Meeting unanimously adopted the following resolution by open ballot: -----**

**Grounds for Draft Resolution No. 25A of the Annual General Shareholders Meeting of  
SECO/WARWICK Spółka Akcyjna of Świebodzin  
on appointment of a member to the Supervisory Board for a second term of office**

Pursuant to Art. 385.1 of the Polish Commercial Companies Code and Par. 20, sentence two, of the Company's Articles of Association in conjunction with Art. 304.1.8 of the Commercial Companies Code, adoption of a resolution on the election of members of the Supervisory Board for a second term of office falls within the scope of powers of the Annual General Shareholders Meeting.

SECO/WARWICK S.A. was formed, as a result of transformation from a limited liability company, upon its entry in the National Court Register on January 2nd 2007. The first term of office of the Company's Supervisory Board commenced on that day.

In accordance with Par. 22 of the Company's Articles of Association, members of the Supervisory Board are elected for a joint three-year term of office.

Pursuant to Art. 386.1 of the Commercial Companies Code in conjunction with Art. 369.4 of the Commercial Companies Code and in conjunction with Par. 22 of the Company's Articles of Association, the first term of office of the Supervisory Board ends after three years, on the day of the General Shareholders Meeting, i.e. on April 29th 2010.

In connection with the above, the Supervisory Board for a second term of office needed to be elected at the General Shareholders Meeting of April 29th 2010.

A resolution on the election of the Supervisory Board for a second term of office is a typical resolution adopted at the General Shareholders Meeting if the term of office of the existing Supervisory Board expires and does not require extensive grounds. The General Shareholders Meeting decides on the number of members of the Supervisory Board as a collective governing body, taking into account the current scope of tasks of the Supervisory Board. Mariusz Czaplicki's appointment as Member of the Supervisory Board is designed to support the Audit Committee so that the Committee could benefit from his experience as Chief Accountant and Chief Financial Officer.

## CURRICULUM VITAE

Mariusz Czaplicki

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### EDUCATION

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1981-1986	Faculty of Transport Economics, University of Gdańsk (Master's degree)
1994	Chief Accountant Course, ODDK
1996	Postgraduate course for tax advisors and accountants, Tax Auditor
2005	Development of Managerial Awareness, PAM Center, University of Łódź

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### PROFESSIONAL EXPERIENCE

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since 2010	<b>President of the Management Board, Olsztyńskie Kopalnie Surowców Mineralnych Sp. z o.o. (subsidiary of CRH, an Irish company)</b>
since 2009	<b>Chief Financial Officer and Member of the Management Board, Olsztyńskie Kopalnie Surowców Mineralnych Sp. z o.o.</b>
since 2007	<b>Chief Financial Officer at Falck Medycyna Sp. z o.o.</b>
since 2006	<b>Manager of integration of Rigips Polska and Isover Polska, Financial and Administrative Director, Member of the Management Board, Rigips Polska – Stawiany Sp. z o.o.</b>
since 2003	<b>Rigips Polska – Stawiany Sp. z o.o., Chief Financial Officer for Central and Eastern Europe at BPB (Poland, the Czech Republic, Slovakia, Hungary, Russia, Romania, Lithuania, Ukraine), Financial and Administrative Director, Member of the Management Board</b>
since 2001	<b>Rigips Polska – Stawiany Sp. z o.o., Financial and Administrative Director, Member of the Management Board</b>
since 1999	<b>Rigips Polska – Stawiany Sp. z o.o. (Warsaw), Accounting Manager</b>
1998-1999	<b>Hoechst Schering Agrevo Polska Sp. z o.o., Chief Accountant, Chief Financial Officer</b>
1994-1997	<b>WD Prefab Polska Sp. z o.o., Chief Accountant</b>
until 1994	<b>Self-employed</b>

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