

Subject: Convening of the Annual General Shareholders Meeting of SECO/WARWICK S.A. for May 26th 2011

Current Report No. 13/2011 of April 29th 2011

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

Text of the report:

The Management Board of SECO/WARWICK S.A. hereby publishes, attached hereto as an appendix, a notice convening the Annual General Shareholders Meeting for May 26th 2011.

Legal basis:

Par. 38.1.1 of the Minister of Finance's Regulation on current and periodic information 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.

Appendices:

File

Ogłoszenie WZA.pdf

Description:

Notice convening the General Shareholders Meeting

The Management Board's Announcement of Convening a General Shareholders Meeting of SECO/WARWICK S.A. of Świebodzin

Acting on the basis of Art. 393 in conjunction with Art. 395.1, Art. 399.1 and Art. 402² of the Commercial Companies Code and Par. 13.2 of the Company's Articles of Association, the Management Board of Seco/Warwick S.A., registered office at ul. Sobieskiego 8, Świebodzin, Poland, hereby convenes the Annual General Shareholders Meeting to be held at 12 noon on May 26th 2011, at ul. Łużycka 50 in Świebodzin.

Record date for participation in the General Shareholders Meeting

The record date for participation in the General Shareholders Meeting is May 10th 2011 ("Record date for participation in the General Shareholders Meeting")

Shareholders' right to participate in the General Shareholders Meeting

"1. Pursuant to Art. 406 [1] of the Commercial Companies Code, only persons who are the Company's shareholders sixteen days prior to the date of the General Shareholders Meeting, i.e. on **May 10th 2011**, are entitled to participate in the Meeting. The record date for participation in the General Shareholders Meeting is the same for persons holding rights attached to bearer shares and provisional certificates, as well as for pledgees and usufructuaries holding voting rights.

Holders of rights under provisional certificates, as well as pledgees and usufructuaries holding voting rights, are entitled to participate in the General Shareholders Meeting only if they are entered in the share register as at the record date for participation in the General Shareholders Meeting.

2. Holders of rights attached to book-entry bearer shares are entitled to participate in the General Shareholders Meeting if they are the Company's shareholders as at the record date for participation in the General Shareholders Meeting.

The list of persons holding rights attached to book-entry bearer shares to participate in the General Shareholders Meeting will be compiled by the Company's employees, based on a record prepared by the Polish National Depository for Securities (the "Polish NDS") in accordance with the applicable regulations on trading in financial instruments.

The Polish NDS will prepare the record on the basis of records submitted by brokerage houses and other entities authorised to do so by the provisions of the Polish Act on Trading in Financial Instruments, not later than twelve days prior to the date of the General Shareholders Meeting, i.e. on or before **May 14th 2011**.

The Polish NDS will deliver the record to the Company not later than one week before the date of the General Shareholders Meeting (i.e. on or before May 19th 2011) by electronic means.

If the record referred to above cannot be delivered by electronic means on account of technical problems, the entity operating the depository for securities will issue the record in the form of a written document, not later than six days prior to the date of the General Shareholders Meeting, i.e. on or before **May 20th 2011**, at the offices of the entity's management body.

At the request of a holder of rights attached to book-entry bearer shares, submitted not earlier than after the General Shareholder Meeting is announced and not later than on the first business day following the record date for participation in the General Shareholders Meeting, the entity maintaining a relevant securities account will issue a certificate to such holder's name confirming the holder's right to participate in the General Shareholders Meeting.

At the request of a holder of rights attached to book-entry bearer shares, the certificate referred to above should specify all or a portion of the shares registered in the holder's account.

3. The list of persons entitled to participate in the General Shareholders Meeting will only include persons referred to in Par. 2.1 of these Rules.

4. The list referred to in Par. 2.3 of these Rules, signed by the Management Board, will include the names or company names of persons entitled to participate in the General Shareholders Meeting, their addresses of residence or registered offices, number, type and serial numbers of shares held by them and number of votes to which they are entitled.

5. If the person entitled to exercise the voting right attached to a share is a pledgee or usufructuary, the fact must be indicated in the list of shareholders at the entitled person's request.

6. The list referred to in Par. 2.3 of these Rules will be displayed at the Company's registered address, in the Management Board's offices, for three business days prior to the date of the General Shareholders Meeting **(i.e. on May 23rd, May 24th and May 25th 2011)**.

A natural person may give his or her address for correspondence, instead of residence address. Shareholders may inspect the list of shareholders in the Management Board's offices and may demand to be issued with a copy of the list against reimbursement of costs.

Shareholders may demand to be sent the list of shareholders free of charge via e-mail, specifying the address to which the list should be delivered.

Within one week prior to the date of the General Shareholders Meeting, shareholders may demand to be issued with copies of proposals pertaining to matters included in the agenda."

Shareholders' right to request that certain matters be included in the agenda of the General Shareholders Meeting

Pursuant to Art. 401 of the Commercial Companies Code, a shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be included in the agenda of the upcoming General Shareholders Meeting.

The Company's Management Board should be notified of the request not later than twenty-one days before the date of the General Shareholders Meeting, i.e. **on or before May 5th 2011**.

The request should contain the grounds for, or a draft resolution regarding, the proposed agenda item.

The Company's Articles of Association do not provide for the possibility of submitting such requests in electronic form.

The Management Board is obliged to announce changes to the agenda introduced at the request of shareholders without delay, and in any case not later than eighteen days prior to the date of the General Shareholders Meeting, i.e. **on or before May 7th 2011**.

Announcement of such changes is made in the same manner as the announcement of convening the General Shareholders Meeting.

Shareholders' right to propose draft resolutions

Pursuant to Par. 14 of the Rules of Procedure of the General Shareholders Meeting of SECO/WARWICK S.A. of Świebodzin:

"1. A shareholder has the right to propose amendments and supplements to the draft resolutions included in the agenda of the General Shareholders Meeting.

2. Proposals referred to in Par. 14.1 shall be made in writing, separately for each draft resolution, and shall contain:

- 1) the shareholder's first and last name or company name,
- 2) brief grounds.

3. The proposals referred to in Par. 14.1 shall be submitted to the Chair of the General Shareholders Meeting.

4. Proposed amendments or supplements referred to in Par. 14.1 shall be presented to the General Shareholders Meeting by the Chair and then put to vote.

5. If there is a number of draft resolutions concerning one matter and each such draft resolution has a different scope, the draft resolutions most extensive in scope shall be put to vote first."

Electronic communication between shareholders and the Company

The Articles of Association of SECO/WARWICK S.A. of Świebodzin do not provide for the possibility of electronic communication between the shareholders and the Company.

Exercise of voting rights through proxies

“1. Shareholders who are natural persons may participate in the General Shareholders Meeting and exercise their voting rights in person or through a proxy.

2. Shareholders who are not natural persons may participate in the General Shareholders Meeting and exercise their voting rights through a person authorised to make declarations of will on their behalf or through a proxy.

2 [1]. Unless otherwise stipulated in the power of proxy, the proxy exercises all the rights of the shareholder at the General Shareholders Meeting.

A proxy may represent more than one shareholder and vote the shares of different shareholders in different ways.

A shareholder holding shares registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of the accounts.

The provisions governing the exercise of voting rights through a proxy also apply to the exercise of voting rights through other representatives.

3. A power of proxy to participate in the General Shareholders Meeting and exercise voting rights must be granted in written or electronic form. The grant of the power of proxy in electronic form shall not require an electronic signature verified with a valid qualified certificate.

The Company may be notified of granting a power of proxy in electronic form by mail (registered mail) or courier service, to the Company's registered office address, or by means of electronic communication, sent to info@secowarwick.com.pl.

The notification should include a proxy document, signed by the shareholder or persons authorised to represent the shareholder, in the PDF or other format commonly used to store graphics. The notification should also include, in the PDF or other format commonly used to store graphics, documents enabling the identification of the shareholder: a copy of an identity document (for shareholders who are natural persons) or a copy of registration documents (for shareholders other than natural persons). At the moment of preparing the attendance list at the General Shareholders Meeting, the proxy presents a document confirming his or her identity (for proxies who are natural persons) or a valid excerpt from the relevant register confirming the right of particular natural persons to represent the proxy, together with documents confirming the identity of these persons (for proxies who are not natural persons). In the event of further powers of proxy being granted, the sub-proxy should also submit a document certifying the power of proxy granted to the person he is replacing and providing for the possibility of granting further powers of proxy.

4. Pursuant to Art. 412 [2] of the Commercial Companies Code, members of the Management Board and the Company's employees may act as proxies at the General Shareholders Meeting.

If a member of the Management Board or the Supervisory Board, a liquidator of the Company, an employee of the Company, or a member of the governing bodies or an employee of a company or cooperative being a subsidiary of the Company is to act as a proxy at the General Shareholders Meeting, then the power of proxy may include the authorisation to represent a given shareholder only at one General Shareholders Meeting.

The proxy is obliged to disclose to the shareholder any circumstances indicating an actual or potential conflict of interests. The granting of further powers of proxy is not permitted.

If a member of the Management Board or the Supervisory Board, a liquidator of the Company, an employee of the Company, or a member of the governing bodies or an employee of a company or cooperative being a subsidiary of the Company is to act as a proxy at the General Shareholders Meeting, then the proxy will vote in accordance with the shareholder's instructions.

Pursuant to Art. 413.2 of the Commercial Companies Code, a shareholder may vote on resolutions concerning himself/herself/itself exclusively as a proxy of another person. The provisions of Art. 412 [2].3 and 412 [2].4 apply accordingly, i.e. the power of proxy may include authorisation to represent a shareholder only at one General Shareholders Meeting, the granting of further powers of proxy is not permitted, and the proxy must vote in accordance with the shareholder's instructions.

The Company's Articles of Association do not provide for the possibility of shareholders granting a power of proxy in electronic form or notifying the Company of granting a power of proxy in electronic form.

The Company's Articles of Association do not provide for any forms to be used when voting by proxy.

Exercise of voting rights

Each share confers the right to one vote at the General Shareholders Meeting. Shareholders acquire the voting right as soon as they have paid for the shares in full (Art. 411 of Commercial Companies Code).

A shareholder may vote each of its shares in a different manner (Art. 411 [3] of the Commercial Companies Code).

The Rules of Procedure for the General Shareholders Meeting do not provide for the possibility of voting at the General Shareholders Meeting by postal ballot.

A shareholder may vote in the capacity of a proxy on a resolution concerning such shareholder's responsibility towards the Company in any area, including approval of the performance of duties, release from an obligation towards the Company, or a dispute between the shareholder and the Company (Art. 413.2 of the Commercial Companies Code).

Pursuant to Par. 17 of the Rules of Procedure of the General Shareholders Meeting of SECO/WARWICK S.A., issued on the basis of Par. 19 of the Articles of Association of SECO/WARWICK S.A. of Świebodzin:

"1. The Chair of the General Shareholders Meeting shall decide whether the votes are to be cast using the traditional method (show of hands) or in writing, subject to the provisions of Par. 10.

2. A shareholder who intends to leave the venue of the General Shareholders Meeting while the Meeting is in progress shall check out and check in again upon return. If a shareholder does not check out and a vote is conducted during his/her/its absence, the shareholder's votes shall be treated as abstentions.

3. The following votes shall be treated as invalid:

- 1) votes by shareholders who in the same vote cast opposing votes regarding the same motion or resolution,
- 2) votes cast by a shareholder during elections for more candidates than there are positions to fill."

Voting is by open ballot. Secret ballot is ordered in the case of voting on elections or removal from office of members of the Company's governing bodies or its liquidator, on bringing any of the above persons to account and on personnel matters. Furthermore, secret ballot should be ordered if at least one shareholder present or represented at the General Shareholders Meeting so demands.

The General Shareholders Meeting may adopt a resolution to abolish the secrecy of voting on the election of committees appointed by the General Shareholders Meeting (Art. 420 of the Commercial Companies Code).

Entitlement to participate in the General Shareholders Meeting

Pursuant to Par. 5 of the Rules of Procedure of the General Shareholders Meeting of SECO/WARWICK S.A., issued on the basis of Par. 19 of the Articles of Association of SECO/WARWICK S.A. of Świebodzin:

"1. The list of shareholders entitled to participate in the General Shareholders Meeting, referred to in Par. 2.3–Par. 2.6 of the Rules of Procedure, shall serve as the basis for preparation of the attendance list in accordance with the following procedure:

- 1) checking whether a shareholder is included in the list of shareholders entitled to participate in the General Shareholders Meeting,
- 2) checking the identity of the shareholder, the person representing the shareholder, the shareholder's proxy – on the basis of an identity card or passport, in accordance with Par. 4.3 of these Rules,
- 3) checking the powers of proxy granted to persons representing shareholders and attaching them to the attendance list,
- 4) signing of the attendance list by the shareholder or the shareholder's proxy,
- 5) issuing a voting card to the shareholder or the shareholder's representative.

2. The attendance list, signed by the Chair of the General Shareholders Meeting before being displayed in accordance with Par. 5.3, shall include the names of the participants of the General Shareholders Meeting, stating the number of shares each of them represents and the number of votes attached to the shares.

3. The attendance list shall be displayed throughout the duration of the General Shareholders Meeting, until its closing.

4. Persons preparing the attendance list shall update the list by adding the names of persons who arrived after the list had been prepared, making a note of the time of the shareholders' arrival.

Possibility and manner of attending the General Shareholders Meeting by means of electronic communication

The Company's Articles of Association do not provide for the possibility of attending General Shareholders Meetings or taking the floor at General Shareholders Meetings by means of electronic communication.

Taking the floor during the General Shareholders Meeting by means of electronic communication

The Company's Articles of Association do not provide for the possibility of taking the floor during General Shareholders Meetings by means of electronic communication.

Exercise of voting rights by postal ballot or by means of electronic communication

The Company's Articles of Association do not provide for the possibility of exercising voting rights at General Shareholders Meetings by postal ballot or by means of electronic communication

Access to documents

Persons entitled to participate in the General Shareholders Meeting may obtain the full text of the documents to be submitted to the General Shareholders Meeting, along with draft resolutions, from the Company's registered office at ul. Sobieskiego 8 in Świebodzin.

The Company will publish information pertaining to the General Shareholders Meeting of Seco/Warwick S.A. of Świebodzin at <http://www.secowarwick.com.pl>.

Detailed agenda of the General Shareholders Meeting of SECO/WARWICK S.A. of Świebodzin:

1. Opening of the Annual General Shareholders Meeting.
2. Election of the Chair of the Annual General Shareholders Meeting.
3. Confirmation that the Annual General Shareholders Meeting has been duly convened and has the capacity to adopt resolutions in accordance with the Company's Articles of Association and the Commercial Companies Code.
4. Appointment of the Ballot Counting Committee.
5. Adoption of the agenda.
6. Presentation by the Management Board of the Directors' Report on the Company's and the Group's operations in the financial year 2010, the financial statements for the financial year 2010, and the Management Board's proposal regarding distribution of profit for 2010.
7. Presentation by the Supervisory Board of the Supervisory Board's report on its activities in 2010, including the Supervisory Board's assessment of the Directors' Report on the Company's operations in the financial year 2010, the Company's financial statements for the financial year 2010 and the Management Board's proposal regarding distribution of profit for the financial year 2010.
8. Review of the Directors' Report on the Company's operations, the financial statements, and the Management Board's proposal regarding distribution of profit for the financial year 2010, as well as the Directors' Report on the SECO/WARWICK Group's operations, and the consolidated financial statements of the SECO/WARWICK Group for the financial year 2010.
9. Review of the Supervisory Board's report on the assessment of the Directors' Report on the Company's operations and the financial statements, with respect to their consistency with the accounting records, documents, and the actual state of affairs, as well as of the Management Board's proposal regarding distribution of profit for the financial year 2010.
10. Adoption of a resolution on approval of the financial statements for the financial year 2010.

11. Adoption of a resolution on approval of the Directors' Report on the Company's operations in the financial year 2010.
12. Adoption of a resolution on approval of the Directors' Report on the SECO/WARWICK Group's operations and the consolidated financial statements of the SECO/WARWICK Group for the financial year 2010.
13. Approval of the performance of duties by Members of the Company's Management Board in the financial year 2010.
14. Approval of the performance of duties by Members of the Company's Supervisory Board in the financial year 2010.
15. Adoption of a resolution on distribution of profit for the financial year 2010.
18. Miscellaneous.
19. Closing of the Meeting.