

Subject: Draft resolutions of the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for May 26th 2011
Current Report No. 14/ 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, as an appendix hereto, the draft resolutions to be debated at the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for May 26th 2011.

Legal basis:

Par. 38.1.3 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 (Dz. U. of 2009, No. 33, item 259).

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Appendices:

File

Projekty uchwał na ZWZA SECO/WARWICK S.A. 26 maja 2011.pdf

Description:

Draft resolutions of the Annual General Shareholders Meeting of SECO/WARWICK S.A. convened for May 26th 2011.

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. Election 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 coverage of loss for 2010.
7. Presentation by the Supervisory Board of the Report on the Supervisory Board's activities in 2010, along with the 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 coverage of loss for 2010.
8. Review of the Directors' Report on the Company's operations, the financial statements, and the proposal regarding coverage of loss 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 and documents, and the actual state of affairs, as well as of the Management Board's proposal regarding coverage of loss 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.
16. Miscellaneous.
17. Closing of the Meeting.

Item

2:

The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot: -----

**Resolution No. 1
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on election of the Chair of the General Shareholders Meeting
[•-----] has been elected Chair of the General Shareholders Meeting.**

Item

3:

Once the attendance list was signed, Chair [•] declared that the General Shareholders Meeting had been duly convened and had the capacity to adopt resolutions and that none of the proxies were persons referred to in Art. 412.3 of the Commercial Companies Code.-----

At that point, the Annual General Shareholders Meeting unanimously and by open ballot adopted Resolution No. 2 on abolishing the secrecy of election of the Ballot Counting Committee.-----

Item

4:

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

**Resolution No. 3
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on election of the Ballot Counting Committee**

The Annual General Shareholders Meeting hereby appoints the Ballot Counting Committee composed of the following persons:

- [•],-----
- [•],-----
- [•],-----

Item

5:

The General Shareholders Meeting approved the agenda proposed for the Meeting.----

Item 6, 7, 8, 9:

[•] presented the Directors' Report on the operations of the Company and the Group in the financial year 2010, the financial statements for the financial year 2010, the Company's income statement, the auditor's opinion for 2010 and the Management Board's proposal to cover the loss for 2010, as published on the Company's website.

[•] presented the Supervisory Board's Report on its activities in 2010, compliant with the requirements of the Commercial Companies Code and the Code of Best Practice for WSE-Listed Companies, as well as the Supervisory Board's assessment of the Directors' Report on the operations of the Company in the financial year 2010, the Company's financial statements for the financial year 2010, and the Management Board's proposal to cover the loss for the financial year 2010, as published on the Company's website.

The Chair made a motion to approve the Directors' Report on the operations of the Company and the Company's financial statements, the Management Board's proposal regarding distribution of profit for the financial year 2010, the Directors' Report on the operations of the SECO/WARWICK Group, and the consolidated financial statements of the SECO/WARWICK Group for the financial year 2010.

The Chair made a motion to review the Supervisory Board's report on the assessment of the Directors' Report on the operations of the Company and the Company's financial statements in terms of their consistency with the accounting records, documents and the actual state of affairs, and the Management Board's proposal regarding distribution of profit for the financial year 2010.

Item

10:

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

**Resolution No. 4
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the financial statements**

Acting pursuant to Par. 17 of the Company's Articles of Association in conjunction with Art. 395.2.1 of the Commercial Companies Code, and having considered the Directors' Report, the Annual General Shareholders Meeting hereby resolves to:-----

1. approve the introduction to the Company's financial statements for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten);-----
2. approve the statement of the Company's financial position for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing a balance-sheet total of PLN 216,541,224.14 (two hundred and sixteen million, five hundred and forty-one thousand, two hundred and twenty-four złoty, 14/100);-----
3. approve the statement of comprehensive income for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing a net profit of PLN 8,273,151.42 (eight million, two hundred and seventy-three thousand, one hundred and fifty-one złoty, 42/100). -----
4. approve the statement of changes in equity for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing an increase in equity of PLN 34,594,635.92 (thirty-four million, five hundred and ninety-four thousand, six hundred and thirty-five złoty, 92/100);-----
5. approve the statements of cash flows for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing a decrease in cash of PLN 15,753,221.60 (fifteen million, seven hundred and fifty-three thousand, two hundred and twenty-one złoty, 60/100);-----
6. approve the notes to the financial statements for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten).-----

Item

11:

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

**Resolution No. 5
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the Directors' Report**

Acting pursuant to Par. 17 of the Company's Articles of Association in conjunction with Art. 395.2.1 of the Commercial Companies Code, and having considered the Directors' Report, the Annual General Shareholders Meeting hereby resolves to:-----

- approve the Directors' Report on the Company's operations in the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten).-----

Item

12:

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

**Resolution No. 6
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the Directors' Report on the SECO/WARWICK Group's operations**
Acting pursuant to Par. 17 of the Company's Articles of Association, and having considered the Directors' Report, the Annual General Shareholders Meeting hereby resolves to:-----

- approve the Directors' Report on the **SECO/WARWICK** Group's operations in the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten).-

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

**Resolution No. 7
of the Annual General Shareholders Meeting on approval of the consolidated financial statements of the SECO/WARWICK Group as at December 31st 2010.**

Pursuant to Par. 17 of the Company's Articles of Association in conjunction with Art. 395.5 of the Commercial Companies Code, and having considered the Directors' Report, the Annual General Shareholders Meeting hereby resolves to:-----

1. approve the introduction to the consolidated financial statements of the **SECO/WARWICK** Group for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten);-----
2. approve the consolidated statement of the **SECO/WARWICK** Group's financial position for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing a balance-sheet total of PLN 338,818,051.22 (three hundred and thirty-eight million, eight hundred and eighteen thousand and fifty-one zloty, 22/100);-----
3. approve the consolidated statement of comprehensive income for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing a net profit of PLN 15,165,021.60 (fifteen million, one hundred and sixty-five thousand and twenty-one zloty, 60/100);-----
4. approve the statement of changes in consolidated equity as at the end of period i.e. December 31st 2010 (December thirty-first, two thousand ten), showing an increase in equity of PLN 42,095.783.00 (forty-two million, ninety-five thousand, seven hundred and eighty-three zloty, 0/100);-----
5. approve the consolidated statement of cash flows for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten), showing a decrease in cash of PLN 10,140,657.17 (ten million, one hundred and forty thousand, six hundred and fifty-seven zloty, 17/100);-----
6. approve the notes to the consolidated financial statements for the period from January 1st 2010 (January first, two thousand ten) to December 31st 2010 (December thirty-first, two thousand ten).-----

Item

13:

1. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot in which Leszek Przybysz, President of the Management Board, did not vote either in person or by proxy:-----

**Resolution No. 8
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Leszek Przybysz,
President of the Management Board**

Acting pursuant to Par.17 of the Company's Articles of Association and having reviewed the Directors' Report, the Annual General Shareholders Meeting hereby resolves---
to approve the performance of duties by Leszek Przybysz, President of the Management Board, in the previous financial year.-----

2. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot in which Andrzej Zawistowski, Vice-President of the Management Board, did not vote either in person or by proxy:-----

**Resolution No. 9
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Andrzej Zawistowski,
Vice-President of the Management Board**

Acting pursuant to Par.17 of the Company's Articles of Association and having reviewed the Directors' Report, the Annual General Shareholders Meeting hereby resolves-----
to approve the performance of duties by Andrzej Zawistowski, Vice-President of the Management Board, in the previous financial year.-----

3. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot in which Wojciech Modrzyk, Vice-President of the Management Board, did not vote either in person or by proxy:-----

**Resolution No. 10
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Wojciech Modrzyk,
Vice-President of the Management Board**

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Directors' Report, the Annual General Shareholders Meeting hereby resolves
to approve the performance of duties by Wojciech Modrzyk, Vice-President of the Management Board, in the previous financial year.

4. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot in which Witold Klinowski, Vice-President of the Management Board, did not vote either in person or by proxy:-----

Resolution No. 11
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Witold Klinowski,
Member of the Management Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Directors' Report, the Annual General Shareholders Meeting hereby resolves-----
to approve the performance of duties by Witold Klinowski, Member of the Management Board, in the previous financial year.-----

5. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot in which Józef Olejnik, Member of the Management Board, did not vote either in person or by proxy:-----

Resolution No. 12
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Józef Olejnik,
Member of the Management Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Directors' Report, the Annual General Shareholders Meeting hereby resolves -----
to approve the performance of duties by Józef Olejnik, Member of the Management Board, in the previous financial year.-----

Item

14:

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

Resolution No. 13
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Jeffrey William Boswell
Chairman of the Supervisory Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Shareholders Meeting hereby resolves---
to approve the performance of duties by Jeffrey William Boswell, Chairman of the Supervisory Board, in the previous financial year.-----

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

Resolution No. 14
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin

on approval of performance of duties by Henryk Pilarski,
Deputy Chairman of the Supervisory Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Shareholders Meeting hereby resolves---
to approve the performance of duties by Henryk Pilarski, Deputy Chairman of the Supervisory Board, in the previous financial year.-----

3. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot:-----

Resolution No. 15
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin

on approval of performance of duties by Piotr Kowalewski,
Deputy Chairman of the Supervisory Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Shareholders Meeting hereby resolves --
to approve the performance of duties by Piotr Kowalewski, Deputy Chairman of the Supervisory Board, in the previous financial year.-----

4. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot:-----

Resolution No. 16
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin

on approval of performance of duties by Piotr Kula,
Member of the Supervisory Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Shareholders Meeting hereby resolves

to approve the performance of duties by Piotr Kula, Member of the Supervisory Board, in the previous financial year.

5. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot:-----

Resolution No. 17
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Artur Rusiecki,
Member of the Supervisory Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Shareholders Meeting hereby resolves -- to approve the performance of duties by Artur Rusiecki, Member of the Supervisory Board, in the period April 29th–December 31st 2010.-----

6. The Annual General Shareholders Meeting unanimously adopted the following resolution by secret ballot:-----

Resolution No. 18
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of performance of duties by Mariusz Czaplicki
Member of the Supervisory Board

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Shareholders Meeting hereby resolves--- to approve the performance of duties by Mariusz Czaplicki, Member of the Supervisory Board, in the period April 29th–December 31st 2010.-----

Item

15:

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

**Resolution No. 19
of the Annual General Shareholders Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on distribution of net profit for the period January 1st–December 31st 2010**

Acting pursuant to Par. 17 of the Company's Articles of Association in conjunction with Art. 395.2.2 of the Commercial Companies Code, and having reviewed the Directors' Report, the Annual General Shareholders Meeting hereby resolves as follows: -----

The net profit earned by SECO/WARWICK S.A. of Świebodzin in the financial year January 1st–December 31st 2010, amounting to PLN 8,273,151.42 (eight million, two hundred and seventy-three thousand, one hundred and fifty-one złoty, 42/100), shall be distributed in the following manner:

- a) PLN 1,047,621.00 (one million, forty-seven thousand, six hundred and twenty-one złoty, 0/100) shall be paid out to shareholders as dividend, The dividend per share shall amount to PLN 0.10. The dividend record date shall be June 16th 2011 (the R date), while the dividend payment date shall be July 1st 2011 (the P date).
- b) the balance of the net profit, amounting to PLN 7,225,530.42 (seven million, two hundred and twenty-five thousand, five hundred and thirty złoty, 42/100) shall be contributed to statutory reserve funds.

Item

16: _____

The Chair, Mr [•], invited the Shareholders to submit motions from the floor. -----

As no motions were submitted and all items on the agenda had been dealt with, the Chair, Mr [•], closed the Annual General Shareholders Meeting.-----

At that point the Annual General Shareholders Meeting was closed.-----

The attendance list was attached to the Minutes.-----

§ 2. Certified copies of this Deed may be issued to the Company in any number.-----

§ 3. The cost of this Deed shall be borne by the Company.-----

List of Shareholders
of **SECO/WARWICK** Spółka Akcyjna
of Świebodzin
at the General Shareholders Meeting
held on May 26th 2011