

**Subject: Convening of the Extraordinary General Shareholders Meeting of SECO/WARWICK S.A. for November 28th 2012**

Current Report No. 26/2012 of October 23rd 2012

**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 Extraordinary General Shareholders Meeting for November 28th 2012.

**Legal basis:**

Par. 38.1.1 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.

**Appendices:**

File

Ogłoszenie NWZA.pdf

**Description:**

Text of the notice of the Extraordinary General Shareholders Meeting

## **Management Board's Notice of the General Meeting of SECO/WARWICK S.A. of Świebodzin**

Acting on the basis of Art. 399.1 in conjunction with Art. 393, Art. 398, Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Commercial Companies Code and Par. 14.1.1 of the Company's Articles of Association, the Management Board of SECO/WARWICK S.A., registered office at ul. Sobieskiego 8, Świebodzin, Poland, gives notice of the Extraordinary General Meeting to be held at **ul. Świerczewskiego 76 in Świebodzin, Poland, at 11.30 am on November 28th 2012.**

### **Record date for participation in the General Meeting**

The record date for participation in the General Meeting is a date falling 16 days prior to the Meeting, that is **November 12th 2012.** ("Record Date").

### **Shareholders' right to participate in the General 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 Meeting, i.e. on the Record Date, are entitled to participate in the Meeting.
2. The Record Date is the same for persons holding rights attached to bearer shares, registered shares and provisional certificates, as well as for pledgees and usufructuaries holding voting rights.
3. Holders of rights under registered shares and provisional certificates, as well as pledgees and usufructuaries holding voting rights, are entitled to participate in the General Meeting only if they are entered in the share register as at the Record Date.
4. Holders of certificated bearer shares are entitled to participate in the General Meeting provided that the share certificates are submitted to the Company no later than on the Record Date and are not collected prior to the end of the Record Date; instead of the share certificates, the shareholder may submit a document confirming that the shares have been deposited with a notary public, bank, or an investment firm with registered offices or a branch in the European Union or in a state which is a party to the treaty on the European Economic Area, specified in the notice convening the General Meeting; such document shall specify serial numbers of the share certificates and state that the share certificates will not be released prior to the end of the Record Date;
5. Holders of rights attached to book-entry bearer shares are entitled to participate in the General Meeting if they are the Company's shareholders as at the Record Date.

The list of persons holding rights attached to book-entry bearer shares to participate in the General Meeting will be compiled by the Company's employees, based on a record prepared by the entity operating the depository for securities in accordance with the applicable regulations on trading in financial instruments.

The entity operating the depository for securities 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 Meeting, i.e. on or before November 16th 2012.

The entity operating the depository for securities will deliver the record to the Company by electronic means, not later than one week prior to the date of the General Meeting (i.e. by **November 21st 2012**).

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 Meeting, **i.e. on or before November 22nd 2012**, 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 Meeting is announced and not later than on the first business day following the Record Date,

the entity maintaining a relevant securities account shall issue a certificate to such holder's name confirming the holder's right to participate in the General 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.

6. The list of persons entitled to participate in the General Meeting shall only include persons referred to in Par. 2.1 of this Notice.

7. The list of persons entitled to participate in the General Meeting, signed by the Management Board, will include the names or company names of persons entitled to participate in the General 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. A natural person may provide their address for correspondence, instead of residence address.

8. 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.

9. The list of persons entitled to participate in the General Meeting 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 Meeting (i.e. on November 23rd, November 26th and November 27th 2012).

10. Shareholders may:

- a) inspect the list of shareholders at the Management Board's offices and demand to be issued with a copy of the list against reimbursement of costs;
- b) request to be sent the list of shareholders free of charge via e-mail, specifying the address to which the list shall be delivered. Such requests shall be sent to [info@secowarwick.com.pl](mailto:info@secowarwick.com.pl).
- c) demand to be issued copies of proposals pertaining to the matters included in the agenda – within one week prior to the date of the General Meeting.

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

The Company's Management Board should be notified of the request not later than twenty-one days before the date of the General Meeting, i.e. **on or before November 7th 2012**.

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

The request may also be sent in electronic form to [info@secowarwick.com.pl](mailto:info@secowarwick.com.pl).

The Management Board is obliged to announce changes to the agenda made at the request of shareholders without delay, and in any case not later than eighteen days prior to the date of the General Meeting, i.e. on or before **November 10th 2012**.

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

### **Shareholders' right to propose draft resolutions**

Pursuant to Par. 15 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

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

2. Proposals referred to in Par. 15.1 shall be made in writing, separately for each draft resolution, and shall contain:

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

3. The proposals referred to in Par. 15.1 shall be submitted to the Chair of the General Meeting.

4. Proposed amendments or supplements referred to in Par. 14.1 shall be presented to the General 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.”

Pursuant to Par. 9.5 and 9.6 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

“5. A shareholder or shareholders representing at least one-twentieth of the share capital may, before the date of the General Meeting, submit to the Company draft resolutions in written or electronic form (to [info@secowarwick.com.pl](mailto:info@secowarwick.com.pl)), concerning the items placed or to be placed on the agenda of the General Meeting. The Company publishes draft resolutions on its website without delay ([www.secowarwick.com.pl](http://www.secowarwick.com.pl)).

6. During the General Meeting, each shareholder may propose draft resolutions concerning items placed on the agenda.”

### **Exercise of voting rights through proxies**

Pursuant to Par. 5 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

“1. Shareholders may participate in the General Meeting and exercise voting rights in person or through a proxy, with the proviso that:

- 1) The right to appoint a proxy for the General Meeting and the number of proxies may not be restricted.
  - 2) The proxy may exercise all the rights of the shareholder at the General Meeting unless otherwise stipulated in the power of proxy.
  - 3) The proxy may grant further powers of proxy, if the original power of proxy so permits.
  - 4) A proxy may represent more than one shareholder and vote the shares of different shareholders in different ways.
  - 5) A shareholder whose shares are registered in a collective account may appoint separate proxies to exercise the rights attached to shares registered in the account.
  - 6) A shareholder whose shares are registered in more than one securities account may appoint separate proxies to exercise the rights attached to shares registered in each of the accounts.
2. A power of proxy to participate in the General Meeting and exercise voting rights must be granted in written or electronic form.
3. The grant of the power of proxy in electronic form shall:
- 1) not require an electronic signature verified with a valid qualified certificate;
  - 2) be submitted prior to the date of the General Meeting, by post (registered letter) or courier service, to the Company’s registered office address, or by means of electronic communication to the e-mail address [info@secowarwick.com.pl](mailto:info@secowarwick.com.pl).
4. The Company may take appropriate steps aimed at checking the identity of the shareholder and the proxy in order to verify the validity of the power of proxy to participate in the General Meeting granted in the electronic form, both prior to and during the General Meeting. This shall not apply to a power of proxy bearing a secure electronic signature verified with a valid qualified certificate. Unless otherwise stated in the notice convening the General Meeting, in the case of a shareholder being a natural person, it is obligatory to send a scan of the shareholder’s identity document along with the power of proxy in the electronic form, to the indicated e-mail address of the Company. In the case of a shareholder other than a natural person, it is obligatory to send a scan of identity documents of persons representing the shareholder and a scan of a valid document authorising the persons to represent the shareholder, including in particular a copy of the entry in the Register of Entrepreneurs of the National Court Register, as well as to provide in the power of proxy or in the e-mail message a telephone number of the shareholder or the persons authorised to represent the shareholder. At the moment of preparing the attendance list at the General 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 that further powers of proxy have been granted, the sub-proxy should also submit the proxy document certifying the powers granted to the person they are replacing, providing for the possibility of granting further powers of proxy.

5. If a member of the Management Board or the Supervisory Board, a liquidator, 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 Meeting, then the power of proxy may include the authorisation to represent a given shareholder only at one General 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. The proxy votes according to the instructions of the shareholder.”

Pursuant to Par. 19.2 and 19.3 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

“2. A shareholder may not vote, in person or by proxy, on resolutions 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.

3. 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. The provisions of Art. 412 <sup>2</sup>.3 and 412[2].4 of the Polish Commercial Companies Code apply accordingly, i.e. the power of proxy may include authorisation to represent a shareholder only at one General 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, and the proxy must vote in accordance with the shareholder’s instructions.”

## **Exercise of voting rights**

Each share confers the right to one vote at the General Meeting. Shareholders acquire the voting right as soon as they have paid for the shares in full.

A shareholder may vote each of its shares in a different manner.

The Rules of Procedure for the General Meeting do not provide for the possibility of voting at the General 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.

The provisions of Art. 412 <sup>2</sup>.3 and 412[2].4 of the Polish Commercial Companies Code apply accordingly, i.e. the power of proxy may include authorisation to represent a shareholder only at one General 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, and the proxy must vote in accordance with the shareholder’s instructions.” Forms required to exercise voting rights are available at the Company’s website.

Pursuant to Par. 18 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

“1. The Chair of the General Meeting shall decide whether the voting should proceed the traditional way (by show of hands) or by written ballot, subject to Par. 11.

2. A shareholder who intends to leave the venue of the General 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 voting is conducted during their absence, their votes shall be treated as abstentions.

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 by a participant of a General Meeting cast during elections for more candidates than there are positions to fill.”

Pursuant to Par. 17 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

“1. Votes shall be cast in an open ballot, subject to Par. 17.2.

2. A secret ballot shall be held in the following cases:

- 1) elections,
- 2) motions to remove a member of a governing body of the Company or its liquidator,
- 3) motions to hold liable a member of a governing body of the Company or its liquidator,
- 4) motions concerning personnel matters,
- 5) on demand by at least one shareholder present or represented at the General Meeting,
- 6) any other cases provided for in generally applicable laws.

3. The General Meeting may adopt a resolution to abolish the secrecy of voting on the election of committees appointed by the General Meeting.”

### **Entitlement to participate in the General Meeting**

Pursuant to Par. 6 of the Rules of Procedure of the General Meeting of SECO/WARWICK S.A.:

“1. Immediately upon the appointment of the Chair of the General Meeting, the list of shareholders entitled to participate in the General Meeting, referred to in Par. 2.3–Par. 2.5, shall serve to prepare an 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 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.

2. A shareholder’s presence is confirmed by the shareholder placing its signature on the attendance list next to its name. A proxy’s presence is confirmed by the proxy placing its signature next to the appointing shareholder’s name and adding the word “proxy”.

3. The attendance list, signed by the Chair of the General Meeting before being displayed in accordance with Par. 6.4, shall include the names of the participants of the General Meeting, stating the number of shares each of them represents and the number of votes attached to the shares.

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

5. 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, in compliance with the provisions of Par. 6.1.”

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

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

## **Taking the floor during the General Meeting by means of electronic communication**

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

## **Access to documents**

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

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

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

1. Opening of the Extraordinary General Meeting.
2. Election of the Chair of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary General 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. Adoption of a resolution to approve the disposal of an organised part of business comprising tangible and intangible assets used in the manufacturing and distribution activities, liabilities related to the manufacturing and distribution activities, and the Company employees involved in the manufacturing and distribution activities, as described in the auditor's opinion prepared upon review of fair value measurement of the in-kind contribution in the form of an organised part of business of SECO/WARWICK S.A. of Świebodzin, prepared as at July 31st 2012 and attached as an appendix to this Notice, through transfer of the organised part of business to a subsidiary of the SECO/WARWICK Group, i.e. SECO/WARWICK EUROPE S.A. (the "Subsidiary") of Świebodzin, in exchange for shares in the increased share capital of the Subsidiary.
7. Adoption of a resolution to approve the execution of an agreement with the Subsidiary to transfer the organised part of business referred to in item 6 above, and to approve the execution of a share acquisition agreement.
8. Adoption of a resolution approving the conclusion, with the Subsidiary, of an agreement on assumption of debt and transfer of receivables related to the organised part of business referred to in item 6 above.
9. Adoption of a resolution to remove Mr ..... from the position of ..... of the Supervisory Board, effective as of .....
10. Adoption of a resolution to appoint Mr ..... to the Supervisory Board as of ..... to perform the duties of ..... of the Supervisory Board.
11. Miscellaneous.
12. Closing of the Meeting.