

Subject: Draft resolutions of the Extraordinary General Shareholders Meeting of SECO/WARWICK S.A. convened for November 28th 2012
Current Report No. 27/2012 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, as an appendix hereto, the draft resolutions to be debated at the Extraordinary General Shareholders Meeting of SECO/WARWICK S.A. convened for November 28th 2012.

An independent auditor's opinion on the audit of the valuation of an organised part of business (OPB) is also attached hereto as an appendix.

Legal basis:

Par. 38.1.3 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:

Files

Projekty uchwał na NWZA SECO/WARWICK S.A..pdf

Opinia niezależnego biegłego rewidenta z badania wyceny ZCP.pdf

Description:

Draft resolutions of the Extraordinary General Shareholders Meeting of SECO/WARWICK S.A.

An independent auditor's opinion on the audit of the valuation of an organised part of business (OPB).

**Draft resolutions for the Extraordinary General Shareholders Meeting of
SECO/WARWICK S.A.**

**Resolution No. 1
of the Extraordinary General Shareholders Meeting of SECO/WARWICK Spółka
Akcyjna
of Świebodzin
on election of the Chair of the General Meeting**

[•] has been elected Chair of the Extraordinary General Meeting. -----

**Resolution No. 2 on abolishing the secrecy of election of the Ballot Counting
Committee.-----**

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

The Extraordinary General Shareholders Meeting hereby appoints the following
members of the Ballot Counting Committee:-----

- [•],-----
- [•],-----
- [•],-----

**Resolution No. 4
of the Extraordinary General Shareholders Meeting of SECO/WARWICK Spółka
Akcyjna
of Świebodzin
to approve the agenda for the Meeting.**

The General Meeting hereby approves the agenda proposed for the Meeting.

**Detailed Agenda of the Extraordinary 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, 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/Ms from the position of of the Supervisory Board, effective as of
10. Adoption of a resolution to appoint Mr/Ms to the Supervisory Board as of to perform the duties of of the Supervisory Board.
11. Miscellaneous.
12. Closing of the Meeting.

Resolution No. 5
of the Extraordinary General Shareholders Meeting of SECO/WARWICK Spółka
Akcyjna
of Świebodzin
to approve the disposal of an organised part of business

Section 1

Acting pursuant to Art. 393.3 of the Polish Commercial Companies Code, the Extraordinary General Shareholders Meeting of SECO/WARWICK S.A. ("the Company") resolves to approve the disposal of an organised part of the Company's 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 these minutes, through transfer of an organised part of business to a wholly-owned 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, on the terms and conditions as defined at the discretion of the Company's Management Board.

Section 2

The Extraordinary General Shareholders Meeting of the Company resolves to approve the execution of an agreement with the Subsidiary to transfer the organised part of business, referred to in Section 1 above, and to approve the execution of a share acquisition agreement, on the terms and conditions as defined at the discretion of the Company's Management Board.

Section 3

The Extraordinary General Shareholders Meeting of the Company resolves to approve the execution of an agreement with the Subsidiary to assume the debt and to transfer the receivables related to the organised part of business referred to in Section 4 above, on the terms and conditions as defined at the discretion of the Company's Management Board.

Section 4

The Extraordinary General Shareholders Meeting of the Company entrusts the Company's Management Board with performing this resolution, including with undertaking any factual or legal actions necessary to duly perform this resolution.

Section 5

This resolution becomes effective as of its date.

STATEMENT OF REASONS FOR RESOLUTION NO. 5

The adoption of the resolution concerning the disposal of an organised part of business ("OPB") of SECO/WARWICK S.A. will allow the Group to consolidate its Polish operations within a single entity, SECO/WARWICK EUROPE S.A. The assets comprising the OPB form an integral whole and support the performance of all manufacturing and distribution functions.

The parent company (SECO/WARWICK S.A.) will focus on the strategic and financial management of the SECO/WARWICK Group. SECO/WARWICK S.A., acting as the holding company, will exercise the owner's supervision and provide strategic management services to the subsidiaries of the SECO/WARWICK Group.

The above measures offer the following benefits:

- The Polish company's potential related to the consolidated manufacturing and distribution operations will be better utilised;
- It will be possible to take full advantage of the experience and competencies of the holding company's employees in managing the SECO/WARWICK Group;
- Optimum performance across the Group will be achieved thanks to the strategic management function;
- Management and cash flow structure within the SECO/WARWICK Group will be streamlined and its efficiency enhanced;
- A strong, competitive group in the market for metal heat treatment products will emerge.

Given the above, the Extraordinary General Shareholders Meeting of the Company considers the adoption of this Resolution as fully justified.

Resolution No. 6
of the Extraordinary General Shareholders Meeting of SECO/WARWICK Spółka
Akcyjna
of Świebodzin
concerning changes in the composition of the Company's Supervisory Board.

Section 1

The Extraordinary General Shareholders Meeting of SECO/WARWICK S.A. hereby removes Mr from the position of of the Supervisory Board, effective as of

Section 2

The Extraordinary General Shareholders Meeting of SECO/WARWICK S.A. hereby appoints Mr/Ms to the Supervisory Board as of to perform the duties of of the Supervisory Board.

Section 3

This resolution becomes effective as of its date.

QUALIFIED AUDITOR'S OPINION
on fair value measurement of
non-cash contribution in the form of organised part of
business of SECO/WARWICK S.A. of Świebodzin
prepared as at July 31st 2012

QUALIFIED AUDITOR'S OPINION
on the fair value measurement of a non-cash contribution
in the form of an organised part of business of
SECO/WARWICK S.A. and Seco/Warwick Thermal S.A.
prepared as at July 31st 2012

To the Management Boards of SECO/WARWICK S.A. and of Seco/Warwick Thermal S.A.

Acting pursuant to Art. 431.7 and Art. 312¹.1 of the Commercial Companies Code, we have audited the fair value measurement of a non-cash contribution in the form of a block of shares in SECO/WARWICK S.A. of Świebodzin, representing an organised part of business.

Our responsibility was to express an opinion on the fair value of an organised part of business of SECO/WARWICK S.A.

Our opinion was prepared for the purpose of making a non-cash contribution, in the form of an organised part of business of SECO/WARWICK S.A., to Seco/Warwick Thermal S.A. and may not be used to any other end. We are not liable to any third parties for the contents of this opinion.

The audit was performed in accordance with:

- the Commercial Companies Code of September 15th 2000 (Dz. U. of 2000, No. 94, item 1037, as amended), in line with the procedure set forth in Art. 312¹.1.2 of the Commercial Companies Code,
- Chapter 7 of the Polish Accountancy Act of September 29th 1994 (Dz. U. of 2009, No. 152, item 1223, as amended),
- the Polish financial auditing standards issued by the National Council of Statutory Auditors (Krajowa Rada Biegłych Rewidentów).

We planned and performed our audit so as to obtain reasonable assurance that the fair value measurement of the non-cash contribution in the form of an organised part of business of SECO/WARWICK S.A. was prepared in a correct manner and based on proper assumptions. Therefore, our audit comprised the following procedures:

- assessment whether the selected measurement method was justified;
- determination whether the value of the organised part of business of SECO/WARWICK S.A. was correctly measured in accordance with the method selected by the Management Board.

According to the valuation presented to us, the value of non-cash contribution in the form of an organised part of business of SECO/WARWICK S.A. was measured with the Berlin method, i.e. using the arithmetic mean of the following measurement methods: the adjusted net asset method and the discounted cash flow method, and amounts to PLN 82,218,000.

In our opinion, the method used to measure the non-cash contribution is justified and the value of the contribution was established in a correct manner, i.e. in accordance with the adopted assumptions.

Further, we would like to note that:

- a. during the audit, we relied on information, accounting records, and operational documents provided by the Company's Management Board and employees, both in oral and written form, as well as on financial data sourced from generally available Internet websites. However, we did not audit or otherwise verify the information for the purposes of this audit opinion, and therefore bear no responsibility for the correctness or reliability of such information;
- b. we did not audit or otherwise verify the forecasts, or the inputs and assumptions used as a basis for the forecasts, provided by the Management Board, and we do not express any opinion regarding the forecasts. With respect to forecast data, we would like to note that forecasts and actual performance usually differ since results and effectiveness of operations as at the date of valuation may not be as expected, and such differences may be significant.

This opinion does not represent legal, accounting, investment or tax advice and it does not certify financial data in accordance with standards of auditing or reviewing financial statements.

Marek Wojciechowski

[illegible signature]

Qualified auditor No. 10984

Lead auditor performing the audit
on behalf of PKF Audyt Sp. z o.o.,
entity qualified to audit financial statements No. 548

ul. Orzycka 6, lok. 1B
02-695 Warsaw

Poznań, October 15th 2012