

**Subject:** Resolutions adopted by the Extraordinary General Meeting on November 28th 2012  
Current Report No. 35/2012 of November 28th 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 as an appendix hereto, the resolutions adopted by the Extraordinary General Meeting of SECO/WARWICK S.A. on November 28th 2012.

The Management Board of SECO/WARWICK S.A. further reports that no decision was made by the Extraordinary General Meeting not to address any of the proposed agenda items and no objections were raised during the Extraordinary General Meeting and requested to be recorded in the minutes.

**Legal basis:**

Par 38.1.7, Par 38.1.8 and Par 38.1.9 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

Resolutions adopted by the Extraordinary General Meeting of SECO/WARWICK S.A. on November 28th 2012.pdf

Description:

Text of the resolutions adopted by the Extraordinary General Meeting of SECO/WARWICK S.A. on November 28th 2012.

**Appendix to Current Report No. 35/2012 of SECO/WARWICK S.A.**

**Item 2 of the agenda:**

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

*Andrzej Jan Zawistowski has been elected Chair of the Extraordinary General Meeting.*

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 7,484,268 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- no abstaining votes were cast.

**Item 3 of the agenda:**

Once the attendance list was signed, the Chair of the Extraordinary General Meeting declared that the Meeting had been duly convened and had the capacity to adopt resolutions.

At that point, the Extraordinary General Meeting unanimously and by open ballot adopted **Resolution No. 2 to abolish the secrecy of election of the Ballot Counting Committee.**

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 7,484,268 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- no abstaining votes were cast.

**Item 4** of the agenda:

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

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

- **Witold Klinowski,**
- **Adam Goliński,**
- **Marta Milczarek.**

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 7,484,268 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- no abstaining votes were cast.

**Item 5** of the agenda:

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

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

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 7,484,268 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- no abstaining votes were cast.

**Items 6, 7, and 8 of the agenda:**

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

Acting pursuant to Art. 393.3 of the Commercial Companies Code, the Extraordinary General Meeting hereby grants its approval for:

1. disposal by SECO/WARWICK Spółka Akcyjna of an organised part of business within the meaning of Art. 55<sup>1</sup> of the Polish Civil Code, comprising tangible and intangible assets used in the manufacturing and distribution activities, liabilities related to the manufacturing and distribution activities, and the Company's employees involved in the manufacturing and distribution activities, as described in the auditor's opinion prepared upon review of the fair value measurement of an 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 the transfer of the organised part of business to a SECO/WARWICK Group subsidiary SECO/WARWICK EUROPE S.A. of Świebodzin ("Subsidiary"), in exchange for shares in the increased share capital of the Subsidiary;
2. execution of an agreement with the Subsidiary to transfer the organised part of business referred to in item 1 above as an in-kind contribution, and for the execution of a share purchase agreement;
3. 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 item 1 above.

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 6,080,682 votes were cast in favour of the resolution,
- 1,403,586 votes were cast against the resolution,
- no abstaining votes were cast.

**Item 9 of the agenda:**

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

Acting pursuant to Art. 385 of the Commercial Companies Code and Par. 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby removes Mr Piotr Kowalewski from the position of a Supervisory Board Member, effective as of November 28th 2012.

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 6,649,111 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- 835,157 abstaining votes were cast.

**Resolution No. 7**  
**of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna**  
**of Świebodzin**  
**concerning changes in the composition of the Company's Supervisory Board**

Acting pursuant to Art. 385 of the Commercial Companies Code and Par. 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby removes Mr Mariusz Czaplicki from the position of a Supervisory Board Member, effective as of November 28th 2012.

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 6,649,111 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- 835,157 abstaining votes were cast.

**Item 10** of the agenda:

**Resolution No. 8**  
**of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna**  
**of Świebodzin**  
**concerning changes in the composition of the Company's Supervisory Board.**

Acting pursuant to Art. 385 of the Commercial Companies Code and Par. 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby appoints Mr Zbigniew Rogóż as member of the Supervisory Board, effective as of November 28th 2012.

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 6,649,111 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- 835,157 abstaining votes were cast.

**Resolution No. 9**  
**of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna**  
**of Świebodzin**  
**concerning changes in the composition of the Company's Supervisory Board**

Acting pursuant to Art. 385 of the Commercial Companies Code and Par. 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby appoints Mr Gutmann Habig as member of the Supervisory Board, effective as of November 28th 2012.

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 6,080,682 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- 1,403,586 abstaining votes were cast.



**Resolution No. 10**  
**of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna**  
**of Świebodzin**  
**concerning changes in the composition of the Company's Supervisory Board**

Acting pursuant to Art. 385 of the Commercial Companies Code and Par. 17.2 of the Company's Articles of Association, the Extraordinary General Meeting hereby appoints Mr Witold Klinowski as member of the Supervisory Board, effective as of January 1st 2013.

**Voting results:**

- valid votes were cast on 7,484,268 shares, representing 71.44% of the share capital,
- the total number of valid votes cast was 7,484,268, of which
- 6,080,682 votes were cast in favour of the resolution,
- no votes were cast against the resolution,
- 1,403,586 abstaining votes were cast.

**Item 11 of the agenda:** No motions were submitted.

**Item 12 of the agenda:** As all items of the agenda had been dealt with, the Chair closed the Extraordinary General Meeting.