

Subject: Draft resolutions of the Annual General Meeting of SECO/WARWICK S.A. convened for May 24th 2013
Current Report No. 12/2013 of April 26th 2013

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, the draft resolutions to be debated at the Annual General Meeting of SECO/WARWICK S.A. convened for May 24th 2013.

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 ZWZA SECO/WARWICK S.A. 24 maja 2013.pdf

Description:

Draft resolutions of the Annual General Meeting of SECO/WARWICK S.A. convened for May 24th 2013.

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

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

[•] has been appointed Chair of the Annual General Meeting. •]

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

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

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

- [•],
- [•],
- [•].

**Resolution No. 4
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin**

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

**The detailed agenda of the General Meeting
of SECO/WARWICK S.A. of Świebodzin
includes:**

1. Opening of the Annual General Meeting.
2. Appointment of the Chair of the Annual General Meeting.
3. Confirmation that the Annual 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. Presentation by the Management Board of the Directors' Report on the operations of the Company and the Company's financial statements for the financial year 2012, 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 2012, and the Management Board's proposal regarding distribution of profit for the financial year 2012.

7. Presentation by the Supervisory Board of the report on the Supervisory Board's activities in the financial year 2012, including an assessment of the Directors' Report on the operations of the Company in the financial year 2012, the Company's financial statements for the financial year 2012 and the Management Board's proposal regarding distribution of profit for the financial year 2012.
8. Review of the Directors' Report on the operations of the Company and the Company's financial statements for the financial year 2012, the Management Board's proposal regarding distribution of profit for the financial year 2012, 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 2012.
9. Review of the Supervisory Board's report on the assessment of the Directors' Report on the operations of the Company and the Company's financial statements for the financial year 2012 in terms of their consistency with the accounting records and documents and the actual state of affairs, and the Management Board's proposal regarding distribution of profit for the financial year 2012.
10. Adoption of a resolution to approve the Company's financial statements for the financial year 2012.
11. Adoption of a resolution to approve the Directors' Report on the operations of the Company in the financial year 2012.
12. Adoption of a resolution to approve the Directors' Report on the operations of the SECO/WARWICK Group and the SECO/WARWICK Group's consolidated financial statements for the financial year 2012.
13. Adoption of resolutions to grant discharge to members of the Company's Management Board in respect of performance of their duties in the financial year 2012.
14. Adoption of resolutions to grant discharge to members of the Company's Supervisory Board in respect of performance of their duties in the financial year 2012.
15. Adoption of a resolution on distribution of the Company's net profit for the period January 1st–December 31st 2012.
16. Miscellaneous.
17. Closing of the Annual General Meeting.

Resolution No. 5
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the Company's financial statements for the financial year 2012

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having reviewed the Directors' Report, the Annual General Meeting hereby resolves to:

1. approve the Company's statement of financial position for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing a balance-sheet total of PLN 236,174,030.74 (two hundred and thirty-six million, one hundred and seventy-four thousand and thirty złoty, 74/100);
2. approve the statement of comprehensive income for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing a net profit of PLN 5,688,592.75 (five million, six hundred and eighty-eight thousand, five hundred and ninety-two złoty, 75/100);

3. approve the statement of changes in equity in the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing an increase in equity of PLN 7,774,043.16 (seven million, seven hundred and seventy-four thousand and forty-three złoty, 16/100);
4. approve the statement of cash flows for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing an increase in cash of PLN 22,863,276.03 (twenty-two million, eight hundred and sixty-three thousand, two hundred and seventy-six złoty, 03/100);
5. approve the notes to the financial statements for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve).

**Resolution No. 6
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the Directors' Report on the operations of the Company in the
financial year 2012**

Acting pursuant to Art. 395.2.1 of the Commercial Companies Code, and having reviewed the Directors' Report, the Annual General Meeting hereby resolves to:

approve the Directors' Report on the operations of the Company in the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve).

**Resolution No. 7
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the Directors' Report on the operations of the SECO/WARWICK Group
in the financial year 2012**

Acting pursuant to Art. 395.5 of the Commercial Companies Code, and having reviewed the Directors' Report, the Annual General Meeting hereby resolves to:

approve the Directors' Report on the operations of the **SECO/WARWICK Group** in the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve).

Resolution No. 8
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on approval of the SECO/WARWICK Group's consolidated financial statements for the
financial year 2012

Acting pursuant to Art. 395.5 of the Commercial Companies Code, and having reviewed the Directors' Report, the Annual General Meeting hereby resolves to:

1. approve the consolidated statement of financial position of the SECO/WARWICK Group for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing a balance-sheet total of PLN 426,613,169.61 (four hundred and twenty-six million, six hundred and thirteen thousand, one hundred and sixty-nine złoty, 61/100);
2. approve the consolidated statement of comprehensive income for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing a net profit of PLN 28,169,664.61 (twenty-eight million, one hundred and sixty-nine thousand, six hundred and sixty-four złoty, 61/100);
3. approve the statement of changes in consolidated equity as at the end of period i.e. December 31st 2012 (December thirty-first, two thousand and twelve), showing an increase in equity of PLN 19,309,986.84 (nineteen million, three hundred and nine thousand, nine hundred and eighty-six złoty, 84/100);
4. approve the consolidated statement of cash flows for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve), showing an increase in cash of PLN 35,347,021.39 (thirty-five million, three hundred and forty-seven thousand and twenty-one złoty, 39/100);
5. approve the notes to the consolidated financial statements for the period from January 1st 2012 (January first, two thousand and twelve) to December 31st 2012 (December thirty-first, two thousand and twelve).

Resolution No. 9
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Andrzej Zawistowski in respect of performance of his duties
as 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 Meeting hereby resolves:

to grant discharge to Andrzej Zawistowski, Vice-President of the Management Board, in respect of performance of his duties in the period January 1st–May 25th 2012.

Resolution No. 10
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Józef Olejnik in respect of performance of his duties
as 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 Meeting hereby resolves:

to grant discharge to Józef Olejnik, Member of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2012.

Resolution No. 11
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Witold Klinowski in respect of performance of his duties
as 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 Meeting hereby resolves:

to grant discharge to Witold Klinowski, Member of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2012.

Resolution No. 12
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Paweł Wyrzykowski in respect of performance of his duties
as 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 Meeting hereby resolves:

to grant discharge to Paweł Wyrzykowski, President of the Management Board, in respect of performance of his duties in the period February 1st–December 31st 2012.

Resolution No. 13
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Wojciech Modrzyk in respect of performance of his duties
as 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 Meeting hereby resolves:

to grant discharge to Wojciech Modrzyk, Vice-President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2012.

Resolution No. 14
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to
Artur Rusiecki, Member of the Supervisory Board, in respect of performance of his
duties

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Meeting hereby resolves:
to grant discharge to Artur Rusiecki, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–May 28th 2012.

Resolution No. 15
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to
James Albert Goltz, Member of the Supervisory Board, in respect of performance of
his duties

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Meeting hereby resolves:
to grant discharge to James Albert Goltz, Member of the Supervisory Board, in respect of performance of his duties in the period May 28th–December 31st 2012.

Resolution No. 16
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to
Andrzej Zawistowski, Member of the Supervisory Board, in respect of performance
of his duties

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Meeting hereby resolves:
to grant discharge to Andrzej Zawistowski, Member of the Supervisory Board, in respect of performance of his duties in the period May 28th–December 31st 2012.

Resolution No. 17
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to
Henryk Pilarski, Member of the Supervisory Board, in respect of performance of his
duties

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

to grant discharge to Henryk Pilarski, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2012.

Resolution No. 18
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Piotr Kula, Member of the Supervisory Board, in respect of
performance of his duties

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

to grant discharge to Piotr Kula, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–September 1st 2012.

Resolution No. 19
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to
Mariusz Czaplicki, Member of the Supervisory Board, in respect of performance of
his duties

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

to grant discharge to Mariusz Czaplicki, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–November 28th 2012.

Resolution No. 20
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to
Piotr Kowalewski, Member of the Supervisory Board, in respect of performance of
his duties

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

to grant discharge to Piotr Kowalewski, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–November 28th 2012.

Resolution No. 21
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Jeffrey Boswell, Member of the Supervisory Board, in respect
of performance of his duties

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Meeting hereby resolves:
to grant discharge to Jeffrey Boswell, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2012.

Resolution No. 22
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Zbigniew Rogóż, Member of the Supervisory Board, in respect
of performance of his duties

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Meeting hereby resolves:
to grant discharge to Zbigniew Rogóż, Member of the Supervisory Board, in respect of performance of his duties in the period November 28th–December 31st 2012.

Resolution No. 23
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to grant discharge to Gutmann Habig, Member of the Supervisory Board, in respect
of performance of his duties

Acting pursuant to Par. 17 of the Company's Articles of Association and having reviewed the Supervisory Board's Report, the Annual General Meeting hereby resolves:
to grant discharge to Gutmann Habig, Member of the Supervisory Board, in respect of performance of his duties in the period November 28th–December 31st 2012.

Resolution No. 24
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
on distribution of the Company's net profit for the period
January 1st–December 31st 2012

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 Meeting hereby resolves that:

The net profit earned by SECO/WARWICK S.A. of Świebodziń in the financial year January 1st–December 31st 2012, of PLN 5,688,592.75 (five million, six hundred and eighty-eight thousand, five hundred and ninety-two złoty, 75/100), shall be distributed in the following manner:

The entire net profit of PLN 5,688,592.75 (five million, six hundred and eighty-eight thousand, five hundred and ninety-two złoty, 75/100) shall be contributed to statutory reserve funds.