

**Subject:** Resolutions passed by the Extraordinary General Meeting on October 30th 2014  
Current Report No. 30/2014 of October 30th 2014

**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. publishes, attached as an appendix hereto, the resolutions adopted by the Extraordinary General Meeting of SECO/WARWICK S.A. on October 30th 2014.

The Management Board of SECO/WARWICK S.A. announces that no decision was made by the Extraordinary General Meeting not to consider any of the planned agenda items and that no objections were noted for the record in the minutes of the Extraordinary General Meeting.

**Legal basis:**

Par. 38.1.7–9 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 (Dz.U. of 2009 No. 33, item 259, as amended).

**Appendices:**

File

Resolutions passed by the Extraordinary General Meeting of SECO/WARWICK S.A. on October 30th 2014.pdf

Description:

Text of the resolutions passed by the Extraordinary General Meeting on October 30th 2014

**Appendix to Current Report No. 30/2014 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  
to appoint the Chair of the General Meeting**

***Andrzej Zawistowski*** is appointed Chair of the Extraordinary General Meeting.

**The results of the vote were as follows:**

- Valid votes were cast on 7,155,889 shares, representing 66.64% of the share capital,
- The total number of valid votes cast was 7,155,889, including:
  - 7,155,889 votes cast in favour of the resolution,
  - 0 votes cast against the resolution,
  - 0 abstentions.

**Item 3 of the agenda:**

The Meeting passed **Resolution No. 2 to abolish the secrecy of election of the Ballot Counting Committee.**

**The results of the vote were as follows:**

- Valid votes were cast on 7,155,889 shares, representing 66.64% of the share capital,
- The total number of valid votes cast was 7,155,889, including:
  - 7,155,889 votes cast in favour of the resolution,
  - 0 votes cast against the resolution,
  - 0 abstentions.

**Item 4 of the agenda:**

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

The following persons are appointed to the Ballot Counting Committee:

- Witold Klinowski,
- Grażyna Mendrych,
- Adam Goliński.

**The results of the vote were as follows:**

- Valid votes were cast on 7,155,889 shares, representing 66.64% of the share capital,
- The total number of valid votes cast was 7,155,889, including:
  - 7,155,889 votes cast in favour of the resolution,
  - 0 votes cast against the resolution,
  - 0 abstentions.

**Item 5 of the agenda:**

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

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

**The results of the vote were as follows:**

- Valid votes were cast on 7,155,889 shares, representing 66.64% of the share capital,
- The total number of valid votes cast was 7,155,889, including:
- 7,155,889 votes cast in favour of the resolution,
- 0 votes cast against the resolution,
- 0 abstentions.

**Item 6 of the agenda:**

**Resolution No. 5  
of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna  
of Świebodzin  
on authorising the Management Board to repurchase the Company's  
own shares and creating a capital reserve for the purposes of such repurchase  
pursuant to Art. 362.1.8 of the Commercial Companies Code**

Acting pursuant to Art. 362.1.8 and Art. 362.2 of the Commercial Companies Code and Art. 17.6 of the Company's Articles of Association, the Extraordinary General Meeting resolves as follows:

Section 1

The Company's General Meeting authorises the Company's Management Board to repurchase Company shares listed on the main market of the Warsaw Stock Exchange, i.e. the official stock exchange market ("**the Shares**"), on the terms and in the manner stipulated herein.

Section 2

The Company shall repurchase the Shares on the terms and in the manner set forth below:

- 1) the number of Shares to be repurchased shall be no more than 1,500,000 (one million and five hundred thousand);
- 2) the total par value of repurchased Shares at the time of repurchase and held by the Company and its subsidiaries at any given time shall not exceed 13.97% of the Company's share capital;
- 3) repurchased Shares shall be paid for in full;
- 4) the minimum payment per Share shall be PLN 10 (ten złoty), and the maximum payment per Share shall be PLN 27.50 (twenty-seven złoty, 50/100);
- 5) the total payment for the Shares, increased by the repurchase cost, shall be no more than the amount of the capital reserve established under Section 6 of this Resolution;
- 6) the Shares may be repurchased: (i) by way of a tender offer under the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of July 29th 2005 (Dz.U. of September 23rd 2005) ("**the Act**"), (ii) by way of a buy-back offer addressed to the Company's shareholders, with the proviso that the Shares shall be repurchased in a manner ensuring equal treatment of all Company shareholders to the largest possible extent, or (iii) on the terms specified in Commission Regulation (EC) No. 2273/2003 of December 22nd 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments;
- 7) the Management Board is authorised to repurchase the Shares until the capital reserve established for the purpose of the repurchase under Section 6 of this Resolution is exhausted, but not longer than until December 31st 2015;
- 8) the Company's Management Board shall publish the opening and closing dates of the period during which the Shares will be repurchased; both beginning and closing of the repurchase process shall require separate resolutions of the Management Board;

- 9) any Shares repurchased by the Company may be cancelled on the basis of a separate resolution of the General Meeting or, upon approval by the Company's Supervisory Board, may be held for the purposes of present or future incentive schemes for the Company's and its subsidiaries' management staff, for further resale, exchange or any other purpose defined in a resolution of the Management Board.

### Section 3

Guided by the Company's best interest, the Management Board may, after consultation with the Supervisory Board, close the repurchase of the Shares before December 31st 2015 or discontinue the process in whole or in part. The Management Board shall publish information on closing the repurchase of the Shares or discontinuing it in whole or in part.

### Section 4

The Management Board shall notify the next General Meeting of the repurchase of the Shares in accordance with Art. 363.1 of the Commercial Companies Code.

### Section 5

The Management Board is hereby authorised to perform any legal and factual actions to implement this Resolution.

### Section 6

Pursuant to Art. 362.2.3 and Art. 348.1 of the Commercial Companies Code, in connection with the authorisation to repurchase the Shares, given to the Company's Management Board by this Resolution, a reserve capital of PLN 41,750,000 (forty-one million, seven hundred and fifty thousand złoty) shall be created through the transfer of PLN 41,750,000 (forty-one million, seven hundred and fifty thousand złoty) from the statutory reserve funds which, pursuant to Art. 348.1 of the Commercial Companies Code, may be designated for distribution.

### Section 7

This Resolution shall take effect as of its adoption date.

### **The results of the vote were as follows:**

- Valid votes were cast on 7,155,889 shares, representing 66.64% of the share capital,
- The total number of valid votes cast was 7,155,889, including:
  - 6,109,889 votes cast in favour of the resolution,
  - 1,046,000 votes cast against the resolution,
  - 0 abstentions.

**Item 7 of the agenda:**

**Resolution No. 6  
of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna  
of Świebodzin  
to correct an apparent error  
in Resolution No. 19 of May 30th 2014  
of the Annual General Meeting of SECO/WARWICK S.A.  
on allocation of the Company's profit for the period  
January 1st–December 31st 2013**

Acting pursuant to Art. 395.2.2 of the Commercial Companies Code and Art. 17.6 of the Company's Articles of Association, in view of the fact that as a result of an apparent error Resolution No. 19 of May 30th 2014 on allocation of the Company's profit for the period January 1st–December 31st 2013 specifies the profit earned by the SECO/WARWICK Group instead of that earned by SECO/WARWICK S.A., it is hereby resolved as follows:

Section 1

1. The error in Resolution No. 19 of May 30th 2014 of the Annual General Meeting of SECO/WARWICK S.A. on allocation of the Company's profit for the period January 1st–December 31st 2013 is hereby corrected by:
  - a) replacing the profit of "PLN 15,221,219.84" with the profit of "PLN 14,906,207.84",
  - b) replacing the amount of "PLN 7,167,842.09" specified in item b) of the Resolution with "PLN 6,852,830.09".
2. After the correction, Resolution No. 19 of May 30th 2014 of the Annual General Meeting of SECO/WARWICK S.A. on allocation of the Company's profit for the period January 1st–December 31st 2013 reads as follows:

*"The net profit earned by SECO/WARWICK S.A. of Świebodzin in the financial year January 1st–December 31st 2013, of PLN 14,906,207.84 (fourteen million, nine hundred and six thousand, two hundred and seven złoty, 84/100), shall be allocated in the following manner:*

- a) *A PLN 8,053,377.75 (eight million, fifty-three thousand, three hundred and seventy-seven złoty, 75/100) portion of the net profit shall be allocated to payment of dividend. The profit shall be distributed in proportion to the number of shares held, in line with Art. 347.2 of the Commercial Companies Code. The dividend per share shall be PLN 0.75 (75/100). The dividend record date and the dividend payment date shall be June 16th 2014 and July 1st 2014, respectively.*
- b) *A PLN 6,852,830.09 (six million, eight hundred and fifty-two thousand, eight hundred and thirty złoty, 9/100) portion of the net profit shall be contributed to the Company's statutory reserve funds."*



## **Section 2**

This Resolution shall take effect as of its adoption date.

### **The results of the vote were as follows:**

- Valid votes were cast on 7,155,889 shares, representing 66.64% of the share capital,
- The total number of valid votes cast was 7,155,889, including:
  - 7,155,889 votes cast in favour of the resolution,
  - 0 votes cast against the resolution,
  - 0 abstentions.