

**Subject: Notice of the Annual General Meeting of SECO/WARWICK S.A. to be held on May 26th 2015**

Current Report No. 22/2015 of April 29th 2015

**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 hereto, a notice of the Annual General Meeting to be held **at 11:30 am** on May 26th 2015 **in Świebodzin at ul. Sobieskiego 8** (text of the notice is attached to this report).

**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 law of a non-member state, dated February 19th 2009.

**Appendices:**

File

Notice of the Annual General Meeting.pdf

**Description:**

Text of the Notice of the Annual General Meeting

**Notice of a General Meeting given by the Management Board of SECO/WARWICK S.A. of  
Świebodzin**

Acting on the basis of Art. 399.1 in conjunction with Art. 393, Art. 395.1, Art. 402<sup>1</sup> and Art. 402<sup>2</sup> of the Commercial Companies Code and Art. 13.2 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 Annual General Meeting to be held at **ul. Sobieskiego 8 in Świebodzin, Poland, at 11.30 am on May 26th 2015.**

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

The record date for participation in the General Meeting is **May 10th 2015** ("Record Date").

**Shareholders' right to participate in the General Meeting**

1. The General Meeting may only be attended by persons:

a) who are the Company's shareholders sixteen days prior to the date of the General Meeting (Record Date), as required under Art. 406 [1] of the Commercial Companies Code,

b) who submit a request for the issue of a personal certificate confirming their right to participate in the General Meeting with the entity keeping their securities account; the requests should be submitted no earlier than after the publication of the notice of General Meeting (April 29th 2015) and no later than on the first weekday following the Record Date (May 11th 2015). The certificate will specify, at the shareholder's discretion, all or some of the shares registered in the shareholder's securities account.

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. Bearer shares in certificated form entitle their holders to participate in the General Meeting if the share certificates are submitted to the Company at its registered office on or before the Record Date and if they are not collected prior to the end of the Record Date; in place of their shares, shareholders may submit a document confirming that their shares have been deposited with a notary public, bank or investment firm having its registered office or a branch in the European Union, or in a state which is a party to the treaty on the European Economic Area, as indicated in the notice of the General Meeting; the document should specify the serial numbers of the share certificates and should 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 **May 14th 2015**.

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 **May 19th 2015**).

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 **May 20th 2015**, 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 will 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 should specify all or some of the shares registered in the holder's account.

6. The list of persons entitled to participate in the General Meeting will only include persons referred to in item 2 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 give his or her 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 **May 21st, May 22nd and May 25th 2015**).

10. Shareholders may:

- a) inspect the list of shareholders at the Management Board's offices and demand to be issued a copy of the list against reimbursement of costs;
- b) request to be sent the list of shareholders free of charge via email, specifying the address to which the list should be delivered;
- 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. **by May 5th 2015**.

The request should contain grounds 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 introduced 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. **by May 8th 2015**.

Announcement 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 for 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."

Draft resolutions concerning matters which have been placed or are to be placed on the agenda of the General Meeting may be submitted to the Company in writing or by electronic means (to [info@secowarwick.com.pl](mailto:info@secowarwick.com.pl)) prior to the date of the General Meeting by a shareholder or shareholders representing at least one-twentieth of the share capital. The Company publishes draft resolutions on its website at [www.secowarwick.com](http://www.secowarwick.com) without delay. Draft resolutions on matters placed on the agenda may be submitted by each shareholder during the General Meeting.

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

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 a different manner.
- 5) A shareholder holding shares registered in an omnibus account may appoint separate proxies to exercise the rights attached to shares registered in that account.
- 6) A shareholder holding shares 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 may be granted in writing or in electronic form. Proxy forms are available at [www.secowarwick.com](http://www.secowarwick.com).

3. A power of proxy granted in electronic form:

- 1) does not require a secure electronic signature verified with a valid qualified certificate,
- 2) should be delivered prior to the date of the General Meeting to the Company's email address [info@secowarwick.com.pl](mailto:info@secowarwick.com.pl), unless a different email address is provided in the notice of the General Meeting.

4. In order to verify the validity of a power of proxy granted in electronic form, the Company may take appropriate steps to check the identity of both the shareholder and the proxy prior to or during the General Meeting, with a proviso that this does not apply to powers of proxy authenticated by a secure electronic signature verified with a valid qualified certificate. An electronic power of proxy given by a shareholder who is a natural person should be sent to the email address provided above together with a scan of the shareholder's personal identity document. In the case of shareholders who are not natural persons, a scan of identity documents of persons representing the shareholder should be sent to the Company, together with a scan of a valid document confirming the persons' authorisation to represent the shareholder, such as, in particular, an official copy of the relevant entry in the register of entrepreneurs of the National Court Register. Also, a telephone number of the shareholder or the persons authorised to represent the

shareholder should be provided in the power of proxy or in the email message. When an attendance list is prepared for the General Meeting, proxies must present a document confirming their identity (for proxies who are natural persons) or an official copy of the entry in the relevant register confirming the right of natural persons specified therein to represent the proxy, together with documents confirming the identity of these persons (for proxies who are not natural persons). If further powers of proxy are granted, the sub-proxy should also submit a document certifying the power of proxy granted to the person they represent and 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 is valid for one General Meeting only. 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 must vote in accordance with the shareholder's instructions.

A shareholder may not vote, either in person or by proxy, on resolutions concerning the 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.

A shareholder may vote as a proxy on resolutions concerning the 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>3</sup> and 412<sup>4</sup> of the Commercial Companies Code apply accordingly, i.e. the power of proxy is valid for one General Meeting only, the proxy is obliged to disclose to the shareholder any circumstances indicating any 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 to vote at the General Meeting by postal ballot.

A shareholder may vote as a proxy on resolutions concerning the 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>23</sup> and 412<sup>24</sup> of the Polish Commercial Companies Code apply accordingly, i.e. the power of proxy is valid for one General Meeting only, 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.

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

"1. The Chair of the General Meeting shall decide whether the votes are to be cast using the traditional method (by show of hands) or in writing, subject to the provisions of 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 vote is conducted during their absence, their votes shall be treated as abstentions.

3. The following votes shall be treated as invalid:

1) votes by participants of a General Meeting who cast opposing votes regarding the same proposal or resolution,

2) votes by a participant of a General Meeting cast during elections for more candidates than there are positions to fill."

Voting at the General Meeting is by open ballot.

A secret ballot will 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.

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**

1. Upon appointment of the Chair of the General Meeting, an attendance list is prepared, based on the list of shareholders entitled to participate in the General Meeting, 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,
- 3) checking the powers of proxy granted to persons representing shareholders and attaching the powers to the attendance list,
- 4) signing of the attendance list by the shareholder or the shareholder's proxy,
- 5) issuing a voting card or another voting document to the shareholder or the shareholder's representative.

2. A shareholder's attendance is confirmed by a handwritten signature placed next to the shareholder's name. A proxy's attendance is confirmed by a handwritten signature placed next to the principal's name, with the note 'proxy' added.

3. The attendance list, signed by the Chair of the General Meeting before being displayed in accordance with item 4, will 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 will be displayed throughout the duration of the General Meeting, until its closing.

5. Persons preparing the attendance list must 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 accordance with the provisions of item 1.

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

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 electronic means**

The Company's Articles of Association do not provide for the possibility of taking the floor during General Meetings via electronic communication channels.

### **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 texts of documents to be submitted to the General Meeting, along with draft resolutions, from the Company's registered office at ul. Sobieskiego 8 in Świebodzin.

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

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

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 properly convened and has the capacity to pass resolutions in accordance with the Company's Articles of Association and the Commercial Companies Code.
4. Election of the Ballot Counting Committee.
5. Adoption of the agenda.
6. Presentation by the Management Board of the following documents: the Directors' Reports on the Company's and the SECO/WARWICK Group's operations in the financial year 2014, the Company's financial statements for the financial year 2014, the consolidated financial statements of the SECO/WARWICK Group for the financial year 2014, and the Management Board's proposal on coverage of net loss for 2014.
7. Presentation by the Supervisory Board of the report on its activities in 2014 along with an assessment of the Directors' Report on the Company's operations in the financial year 2014, the Company's financial statements for the financial year 2014, and the Management Board's proposal on coverage of net loss for 2014.
8. Examination of the Directors' Report on the Company's operations, the Company's financial statements for the financial year 2014 and the proposal on coverage of net loss for 2014, as well as of the Directors' Report on the SECO/WARWICK Group's operations and the consolidated financial statements of the SECO/WARWICK Group for the financial year 2014.
9. Examination of the Supervisory Board's report on assessment of the Directors' Report on the Company's operations and the Company's financial statements for the financial year 2014 with regard to their consistency with the relevant accounting records and evidence, as well as with the facts, and of the Management Board's proposal on coverage of net loss for 2014.
10. Adoption of a resolution to approve the Company's financial statements for the financial year 2014.
11. Adoption of a resolution to approve the Directors' Report on the Company's operations in the financial year 2014.
12. Adoption of a resolution to approve the Directors' Report on the SECO/WARWICK Group's operations and the consolidated financial statements of the SECO/WARWICK Group for the financial year 2014.
13. Adoption of resolutions to grant discharge to members of the Company's Management Board in respect of their performance of duties in the financial year 2014.
14. Adoption of resolutions to grant discharge to members of the Company's Supervisory Board in respect of their performance of duties in the financial year 2014.

15. Adoption of a resolution on coverage of the Company's net loss for the period from January 1st 2014 to December 31st 2014.
16. Adoption of a resolution on determining the number of members of the Supervisory Board for a new term of office.
17. Adoption of a resolution on removing the existing members of the Supervisory Board and appointing Supervisory Board members for a new term of office.
18. Adoption of a resolution on determining the amount of remuneration for members of the Supervisory Board.
19. The Management Board's notification of acquisition of the Company's own shares pursuant to Art. 363.1 of the Commercial Companies Code, and adoption of a resolution acknowledging the Management Board's notification of the acquisition of the Company's own shares, submitted pursuant to Art. 363.1 of the Commercial Companies Code.
20. Closing of the Annual General Meeting.