

Subject: Text of draft resolutions for the Annual General Meeting of SECO/WARWICK S.A. convened for May 26th 2015
Current Report No. 23/2014 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, the text of draft resolutions and the grounds for the resolutions to be discussed during the Annual General Meeting of SECO/WARWICK S.A. convened for May 26th 2015.

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

Appendices:

File:

Draft resolutions for the Annual General Meeting of SECO/WARWICK S.A. convened for May 26th 2015.pdf

Description:

Text of the draft resolutions for the Annual General Meeting of SECO/WARWICK S.A. convened for May 26th 2015

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 May 26th 2015
of Świebodzin
to appoint the Chair of the General Meeting

[•] is appointed Chair of the Annual General Meeting. •].

Resolution No. 2
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
on abolishing the secrecy of election of the Ballot Counting Committee

The Annual General Meeting hereby resolves to abolish the secrecy of election of the Ballot Counting Committee.

Resolution No. 3
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint the Ballot Counting Committee

The following persons are appointed to the Ballot Counting Committee:

- [•],
- [•],
- [•].

Resolution No. 4
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
on adoption of the agenda of the General Meeting

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

Resolution No. 5
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to approve the Company's financial statements for the financial year 2014

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 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing a balance-sheet total of PLN 206,580,156.22 (two hundred and six million, five hundred and eighty thousand, one hundred and fifty-six złoty, 22/100);
2. approve the statement of comprehensive income for the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing a net loss of PLN 9,422,009.15 (nine million, four hundred and twenty-two thousand, and nine złoty, 15/100);
3. approve the statement of changes in equity in the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing a decrease in equity of PLN 15,628,108.90 (fifteen million, six hundred and twenty-eight thousand, one hundred and eight złoty, 90/100);
4. approve the statement of cash flows for the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing a decrease in cash of PLN 794,061.70 (seven hundred and ninety-four thousand, sixty-one złoty, 70/100);
5. approve the notes to the financial statements for the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen).

Resolution No. 6
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to approve the Directors' Report on the operations of the Company
in the financial year 2014

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 in whole the Directors' Report on the operations of the Company in the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen).

Resolution No. 7
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to approve the Directors' Report on the operations of the SECO/WARWICK Group in
the financial year 2014

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 in whole the Directors' Report on the operations of **the SECO/WARWICK Group** in the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen).

Resolution No. 8
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to approve the SECO/WARWICK Group's consolidated financial statements for the
financial year 2014

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 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing a balance-sheet total of PLN 497,519,367.23 (four hundred and ninety-seven million, five hundred and nineteen thousand, three hundred and sixty-seven złoty, 23/100);*
- 2. approve the consolidated statement of comprehensive income for the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing a net loss of PLN 15,828,167.09 (fifteen million, eight hundred and twenty-eight thousand, one hundred and sixty-seven złoty, 09/100);*
- 3. approve the statement of changes in consolidated equity as at the end of period i.e. December 31st 2014 (December thirty-first, two thousand and fourteen), showing a decrease in equity of PLN 10,862,442.99 (ten million, eight hundred and sixty-two thousand, four hundred and forty-two złoty, 99/100);*
- 4. approve the consolidated statement of cash flows for the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen), showing an increase in cash of PLN 4,916,703.69 (four million, nine hundred and sixteen thousand, seven hundred and three złoty, 69/100);*

5. *approve the notes to the consolidated financial statements for the period from January 1st 2014 (January first, two thousand and fourteen) to December 31st 2014 (December thirty-first, two thousand and fourteen).*

Resolution No. 9
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to Paweł Wyrzykowski in respect of his duties
as President of the Management Board

Acting pursuant to Art. 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 January 1st–December 31st 2014.

Resolution No. 10
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to Wojciech Modrzyk in respect of his duties
as Vice-President of the Management Board

Acting pursuant to Art. 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 2014.

Resolution No. 11
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to Jarosław Talerzak in respect of his duties
as Vice-President of the Management Board

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

to grant discharge to Jarosław Talerzak, Vice-President of the Management Board, in respect of performance of his duties in the period January 1st–December 31st 2014.

Resolution No. 12
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
Andrzej Zawistowski, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 January 1st–December 31st 2014.

Resolution No. 13
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
Henryk Pilarski, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 2014.

Resolution No. 14
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
James Albert Goltz, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 January 1st–December 31st 2014.

Resolution No. 15
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
Jeffrey Boswell, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 2014.

Resolution No. 16
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
Zbigniew Rogóż, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 January 1st–December 31st 2014.

Resolution No. 17
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
Gutmann Habig, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 January 1st–December 31st 2014.

Resolution No. 18
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to grant discharge to
Witold Klinowski, Member of the Supervisory Board, in respect of his duties

Acting pursuant to Art. 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 Witold Klinowski, Member of the Supervisory Board, in respect of performance of his duties in the period January 1st–December 31st 2014.

Resolution No. 19
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
on coverage of the Company's loss for the period
from January 1st to December 31st 2014

Acting pursuant to Art. 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 as follows:

Net loss posted by SECO/WARWICK S.A. of Świebodzin in the year January 1st–December 31st 2014 amounted to PLN 9,422,009.15 (nine million, four hundred and twenty-two thousand, nine złoty, 15/100) and shall be covered in full from the Company's statutory reserve funds.

Resolution No. 20
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
on determining the number of members of the Supervisory Board for a new term of office

In connection with the expiry of the Supervisory Board's term of office, pursuant to Art. 20, second sentence, of the Company's Articles of Association, the Annual General Meeting hereby resolves as follows:

The Supervisory Board appointed for the new term of office shall consist of (...) members.

Resolution No. 21
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Henryk Pilarski
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr Henryk Pilarski from the Supervisory Board.

Resolution No. 22
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Mr Jeffrey William Boswell
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr Jeffrey William Boswell from the Supervisory Board.

Resolution No. 23
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Mr James Albert Goltz
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr James Goltz from the Supervisory Board.

Resolution No. 24
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Mr Andrzej Jan Zawistowski
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr Andrzej Jan Zawistowski from the Supervisory Board.

Resolution No. 25
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Mr Gutmann Heinrich Habig
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr Gutmann Heinrich Habig from the Supervisory Board.

Resolution No. 26
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Mr Zbigniew Wiaczesław Rogóż
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr Zbigniew Wiaczesław Rogóż from the Supervisory Board.

Resolution No. 27
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to remove Mr Witold Klinowski
from the Supervisory Board

Pursuant to Art. 17.2 of the Company's Articles of Association, the Annual General Meeting removes Mr Witold Klinowski from the Supervisory Board.

Resolution No. 28
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint
as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 29
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint

as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 30
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint

as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 31
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint

as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 32
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint

as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 33
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint
as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 34
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
to appoint
as member of the Supervisory Board of a new term of office

Pursuant to Art. 17.2 and Art. 20, first sentence, of the Company's Articles of Association, the Annual General Meeting appoints as member of the Supervisory Board of a new term of office.

Resolution No. 35
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
on determining the amount of remuneration for members of the Supervisory Board

Pursuant to Art. 392.1 of the Commercial Companies Code in conjunction with Art. 17.2 of the Articles of Association, the remuneration for a member of the Supervisory Board shall be:

Resolution No. 36
of the Annual General Meeting of SECO/WARWICK Spółka Akcyjna
of May 26th 2015
of Świebodzin
on receiving a notification from the Management Board, submitted in compliance with Art. 363.1 of the Commercial Companies Code, concerning acquisition of the Company's own shares

The Annual General Meeting acknowledges the notification received from the Management Board pursuant to Art. 363.1 of the Commercial Companies Code concerning acquisition of the Company's own shares, reading as follows:

“This is to notify, pursuant to Art. 363.1 of the Commercial Companies Code, that on February 13th 2015 the Management Board of SECO/WARWICK S.A. effected and settled the acquisition of 1,073,783 Company shares.

The share buyback commenced pursuant to Resolution No. 5 of the Company’s Extraordinary General Meeting of October 30th 2014 concerning authorisation of the Management Board to buy back the Company’s own shares and create a capital reserve, with a view to offering those shares for acquisition by eligible persons under the 2016-2018 Incentive Scheme.

Detailed information on the acquired shares:

- 1) Average purchase price – PLN 25.00,
- 2) Par value per share – PLN 0.20,
- 3) The acquired shares represent jointly 9.999993% of the Company’s share capital, carrying the right to 1,073,783 votes at the General Meeting of the Company,
- 4) Currently, the Company holds 1,073,783 its own shares, i.e. 1,073,783 votes at the Company’s General Meeting, representing 9.999993% of the total vote.”