

Subject: Text of draft resolutions for the Extraordinary General Meeting of SECO/WARWICK S.A. convened for December 2nd 2016
Current Report No. 28/2016 of October 31st 2016

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, to be discussed during the Extraordinary General Meeting of SECO/WARWICK S.A. convened for December 2nd 2016.

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 Extraordinary General Meeting of SECO WARWICK S.A. convened for December 2nd 2016.pdf

Description:

Text of the draft resolutions for the Extraordinary General Meeting of SECO/WARWICK S.A. convened for December 2nd 2016

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

1. Opening of the Extraordinary General Meeting.
2. Appointment of the Chair of the Extraordinary General Meeting.
3. Confirmation that the Extraordinary 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. Passing a resolution to approve the plan of merger of Seco/Warwick S.A. with Seco/Warwick Europe Sp. z o.o.
7. Passing a resolution to merge of the Company, as the Acquiring Company, with Seco/Warwick Europe spółka z ograniczoną odpowiedzialnością, as the Target Company.
8. Closing of the Extraordinary General Meeting.

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

..... is appointed Chair of the Extraordinary General Meeting.

**Resolution No. 2
of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to abolish the secrecy of election of the Ballot Counting Committee**

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

**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:

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

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

**Resolution No. 5
of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna**

**of Świebodzin
to approve the merger of Seco/Warwick S.A.
with Seco/Warwick Europe Sp. z o.o.**

The Extraordinary General Meeting of the Company operating under the name of Seco/Warwick Spółka Akcyjna of Świebodzin hereby approves the plan of merger of the Company, as the Acquiring Company, with Seco/Warwick Europe Spółka z ograniczoną odpowiedzialnością, as the Target Company.

This Resolution shall become effective as of its date.

**Resolution No. 6
of the Extraordinary General Meeting of SECO/WARWICK Spółka Akcyjna
of Świebodzin
to merge the Company, as the Acquiring Company, with
Seco/Warwick Europe spółka z ograniczoną odpowiedzialnością, as the Target Company**

The Extraordinary General Meeting of the Company operating under the name of Seco/Warwick Spółka Akcyjna of Świebodzin hereby resolves to merge the Company, as the Acquiring Company, with Seco/Warwick Europe Spółka z ograniczoną odpowiedzialnością, as the Target Company, on the terms provided for in the plan of merger, that is by way of transfer of all assets of the Target Company onto the Company.

The Extraordinary General Meeting authorises the Management Board of Seco/Warwick Spółka Akcyjna to take any steps relating the procedure of merging Seco/Warwick Spółka Akcyjna with Seco/Warwick Europe Sp. z o.o., including in particular filing for registration of the merger in the Business Register at the National Court Register.

This Resolution shall become effective as of its date.