

**Resolution No. 11/2016**  
**of the Supervisory Board of SECO/WARWICK S.A. of Świebodzin**  
**dated April 28rd 2016**

concerning: *Examination of and opinion on matters which are to be decided by resolutions of the Company's General Meeting to be held on June 24th 2016*

The Supervisory Board of SECO/WARWICK S.A., acting on the basis of Section 3.2.b) of the Rules of Procedure for the Supervisory Board of SECO/WARWICK S.A. and Section II.Z.11 of the Code of Best Practice for WSE Listed Companies, resolves as follows:

§1

The Supervisory Board of SECO/WARWICK S.A. has examined the matters which are to be decided by resolutions of the Company's General Meeting to be held on June 24th 2016, included in the following agenda:

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 2015, the Company's financial statements for the financial year 2015, the consolidated financial statements of the SECO/WARWICK Group for the financial year 2015, and the Management Board's recommendation regarding distribution of profit for 2015.
7. Presentation by the Supervisory Board of the report on its activities in 2015 along with an assessment of the Directors' Report on the Company's operations in the financial year 2015, the Company's financial statements for the financial year 2015, and the Management Board's recommendation regarding distribution of profit for 2015 and also the assessment of the Company's fulfilment of the disclosure requirements relating to compliance with corporate governance standards as set forth in the Stock Exchange Rules and the regulations on current and periodic information, the assessment of the reasonability of the Company's policy for sponsorship and charitable activities and activities of a similar nature and the assessment of the standing of SECO/WARWICK Spółka Akcyjna in the reporting period January 1st–December 31st 2015, including assessment of the internal control and risk management systems.

8. Review of the Directors' Report on the Company's operations, the Company's financial statements for the financial year 2015 and the recommendation regarding distribution of profit for 2015, 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 2015.
9. Review of the Supervisory Board's report on the assessment of the Directors' Report on the Company's operations and the Company's financial statements for the financial year 2015 with regard to their consistency with the relevant accounting records and evidence, as well as with the facts, and of the Management Board's recommendation regarding distribution of profit for 2015.
10. Adoption of a resolution to approve the Company's financial statements for the financial year 2015.
11. Adoption of a resolution to approve the Directors' Report on the Company's operations in the financial year 2015.
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 2015.
13. Adoption of resolutions to grant discharge to members of the Company's Management Board in respect of their duties in the financial year 2015.
14. Adoption of resolutions to grant discharge to members of the Company's Supervisory Board in respect of their duties in the financial year 2015.
15. Adoption of resolutions to transfer funds in the capital reserve to statutory reserve.
16. Adoption of a resolution concerning distribution of the Company's profit for the period from January 1st 2015 to December 31st 2015.
17. Adoption of a resolution to amend Art. 6.2 and Art 30.4 of the Company's Articles of Association and to add Art. 29.1.9 to the Company's Articles of Association.
18. Adoption of a resolution to cancel treasury shares, reduce the Company's share capital and amend the Company's Articles of Association, in term of section 7.1 of the Company's Articles of Association.
19. Adoption of a resolution to adopt a consolidated text of the Company's Articles of Association.
20. Adoption of a resolution to change the composition of the Supervisory Board.
21. Adoption of a resolution on determining a new number of members of the Supervisory Board for the current term of office.
22. Adoption of a resolution to adopt new Rules of Procedure for the Supervisory Board of Seco/Warwick S.A.
23. Adoption of a resolution to adopt new Rules of Procedure for the General Meeting of Seco/Warwick S.A.
24. Closing of the Annual General Meeting.

§2

The Supervisory Board of SECO/WARWICK S.A. gives an approving opinion on the matters which are to be decided by resolutions of the Company's General Meeting to be held on June 24th 2016, as set forth in the agenda referred to in Section 1 hereof and the draft resolutions of the General Meeting attached as an appendix hereto.

§3

This Resolution shall become effective as of its date.

The Resolution was passed by an open ballot.

*Number of Supervisory Board members in attendance:* \_\_\_\_\_

*Votes in favour of the resolution:* \_\_\_\_\_

*Votes against the resolution:* \_\_\_\_\_

*Abstentions:* \_\_\_\_\_