

**RESOLUTION No. 2  
OF THE SUPERVISORY BOARD  
of SECO/WARWICK S.A.  
of Świebodzin  
held on October 31st 2016**

on a review of and opinions on matters to be addressed in resolutions of  
the Company's Extraordinary General Meeting

Section 1

1. Acting pursuant to Section 3.3.b of the Rules of Procedure for the Supervisory Board, having examined draft resolutions to be considered and voted on by the Company's General Meeting, the Supervisory Board of Seco/Warwick Spółka Akcyjna hereby resolves to approve the matters to be addressed in resolutions of the Company's Extraordinary General Meeting, including in particular the following draft resolutions of the Company's Extraordinary General Meeting:

- 1) Draft Resolution 5 of the Extraordinary General Meeting of Seco/Warwick S.A.:  
*"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."*
  
- 2) Draft Resolution 6 of the Extraordinary General Meeting of Seco/Warwick S.A.:  
*"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."*

Section 2

1. This Resolution shall become effective as of its date.
2. This Resolution has been passed by open ballot.

Number of members in attendance: .....

Votes in favour:.....

Votes against: .....

Abstentions: .....