

**Resolution No. 10/2017**  
**of the Supervisory Board of SECO/WARWICK S.A. of Świebodzin**  
**dated April 27th 2017**

concerning: *Examination of and opinion on matters which are to be decided by resolutions of the Company's General Meeting to be held on May 26th 2017*

The Supervisory Board of SECO/WARWICK S.A., acting on the basis of Section 3.3.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 May 26th 2017, 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 2016, the Company's financial statements for the financial year 2016, the consolidated financial statements of the SECO/WARWICK Group for the financial year 2016, and the Management Board's recommendation regarding coverage of SECO/WARWICK S.A.'s net loss for 2016 and the payment of dividends to shareholders for 2016.
7. Presentation by the Supervisory Board of the report on its activities in 2016 along with an assessment of the Directors' Report on the Company's operations in the financial year 2016, the Company's financial statements for the financial year 2016, and the Management Board's recommendation regarding coverage of SECO/WARWICK S.A.'s net loss for 2016 and the payment of dividends to shareholders for 2016 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 2016, 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 2016 and the recommendation regarding coverage of SECO/WARWICK S.A.'s net loss for 2016 and the payment of dividends to shareholders for 2016, 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 2016.

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 2016 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 coverage of SECO/WARWICK S.A.'s net loss for 2016 and the payment of dividends to shareholders for 2016.

10. Adoption of a resolution to approve the Company's financial statements for the financial year 2016.

11. Adoption of a resolution to approve the Directors' Report on the Company's operations in the financial year 2016.

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 2016.

13. Adoption of resolutions to grant discharge to members of the Company's Management Board in respect of their duties in the financial year 2016.

14. Adoption of resolutions to grant discharge to members of the Company's Supervisory Board in respect of their duties in the financial year 2016.

15. Adoption of a resolution concerning on coverage of SECO/WARWICK S.A.'s net loss for 2016 and the payment of dividends to shareholders for 2016

16. Adoption of a resolution to cancel Art. 7.3 and amend Art. 22.4 of the Company's Articles of Association.

17. Adoption of a resolution to adopt a consolidated text of the Company's Articles of Association.

18. 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 May 26th 2017, 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:* \_\_\_\_\_