

## **Current Report No. 28/2011**

*(Thursday, 17 November 2011)*

*Legal basis: Article 56 Section 1 Point 2 of the Polish Public Offering Act – current and periodic information and § 38 Section 1 Point 1 of the Regulation of the Minister of Finance of 6 August 2009 on current and periodical information disclosed by issuers of securities (Journal of Laws No. 131 Item 1080)*

# **Convening of the Ordinary Shareholders General Meeting of AB S.A.**

The Management Board of AB S.A. convenes an Ordinary Shareholders General Meeting which will be held on 14 December 2011 in Hotel HP Park Plaza, ul. Drobnera 11/13 in Wrocław at 12:00 with the following agenda:

1. Opening of the General Meeting,
2. Election of the Chairperson of the General Meeting,
3. Election of the Tellers Committee,
4. Confirmation of the proper convening of the General Meeting and its ability to adopt resolutions,
5. Adoption of the agenda of the meeting,
6. Presentation of the Management Board's report on Company's operations and Management Board's report on the operations of the 'AB Spółka Akcyjna' group of companies in the period from 01.07.2010 to 30.06.2011.
7. Presentation of the financial statement and of the consolidated financial statement together with opinions of expert auditors for the period from 01.07.2010 to 30.06.2011.
8. Presentation of the Supervisory Board's report on its activity for the period from 01.07.2010 to 30.06.2011.
9. Adoption of resolutions regarding:
  - a. approval of the Supervisory Board's report on its activity for the period from 01.07.2010 to 30.06.2011.
  - b. examination and approval of the Management Board's report on Company's operations and the financial statement for the accounting year 01.07.2010 –

30.06.2011,

- c. examination and approval of the Management Board's report on operations of the 'AB Spółka Akcyjna' group of companies in the accounting year 01.07.2010 – 30.06.2011,
- d. allocation of profit for the accounting year 01.07.2010 – 30.06.2011,
- e. acknowledgement of the fulfilment of duties by the members of the Management Board and of the Supervisory Board in the accounting year 01.07.2010 – 30.06.2011,
- f. appointment of Supervisory Board members for the next term of office,
- g. redemption of 146,358 (one hundred forty six thousand three hundred fifty eight) ordinary E series bearer shares marked with the securities code PLAB00000019,
- h. decrease of the Company's share capital from PLN 16,334,002 (sixteen million three hundred thirty four thousand two PLN) to PLN 16,187,644 (sixteen million one hundred eighty seven thousand six hundred forty four PLN), i.e. by the amount of PLN 146,358 (one hundred forty six thousand three hundred fifty eight PLN) as a result of redemption of 146,358 (one hundred forty six thousand three hundred fifty eight) ordinary E series bearer shares marked with the securities code PLAB00000019, in order to adjust the value of the Company's share capital to the number of Company's shares after redemption.
- i. changes to the Articles of Association,

10. any other business,

11. Conclusion of the Ordinary General Meeting

Only the persons who are Company's shareholders on 28 November 2011 (date of registration of participation in the general meeting) are entitled to participate in the General Meeting, provided that:

- a. while being authorised to participate in the General Meeting under registered shares, they are entered into the share register on 28 November 2011, i.e. on the date of registration of their participation in the Ordinary General Meeting.
- b. while being authorised to participate in the General Meeting under dematerialised bearer shares they are entered onto the list of persons authorised to participate in the General Meeting under dematerialised bearer shares prepared by the Company on the

basis of the register drawn by an entity maintaining the depository of securities. The said list is drawn up by the entity maintaining the depository of securities on the basis of the registers submitted by the entities maintaining security accounts. The entities which maintain security accounts draw up the register on the basis of the issued certificates of the right to participate in the OGSM. Certificates of the right to participate in the General Meeting are issued only on shareholder's request. A shareholder may submit the request not earlier than on the date of publication of the announcement of convention of an Ordinary General Meeting and not later than on the first working day after the date of registration, i.e. on 29 November 2011. Should the Shareholder fail to submit a request for issue of a nominal certificate of the right to participate in the General Meeting, the Shareholder will not be entered into the register and on the list of the authorised persons established by the Company.

Pursuant to Article 407 § 1 of the Polish Commercial Companies Code the list of shareholders authorised to participate in the General Meeting shall be made available for inspection in the registered office of the Company in Wrocław, ul. Kościelna 32 three working days before the date of the General Meeting. On Shareholder's request the list of shareholders authorised to participate in the OGSM shall be sent to the Shareholder's e-mail address indicated in the request.

Shareholder or Shareholders representing at least one twentieth of the share capital will be entitled to:

1. make a request for introducing specific issues into the agenda of the General Meeting. The request should be submitted to the Management Board not later than twenty one days before the due date of the Meeting. The request should provide a justification or a draft of the resolution regarding the issue to be included in the agenda. The request may be submitted in an electronic form.
2. submit to the Company, before the due date of the General Meeting, in writing or by means of electronic communication, drafts of the resolutions regarding the issues introduced to the agenda of the General Meeting or the issues which are to be introduced to the agenda.

Each Shareholder may also submit drafts of resolutions regarding the issues introduced to the agenda during the General Meeting.

Shareholders have the right to participate in the OGSM personally or by the agency of an

attorney. Power of attorney to participate in the General Meeting and to exercise voting rights should be granted in writing or in an electronic form. Granting of a power of attorney in an electronic form does not require a safe electronic signature verified by means of a valid qualified certificate. The granting of the power of attorney in an electronic form and notification of granting such a power of attorney should be made to the e-mail address of the Company: [wzaabsa@ab.pl](mailto:wzaabsa@ab.pl). By granting the power of attorney the Shareholder may use the form published on the company's website: [www.ab.pl](http://www.ab.pl). The risk related to the use of electronic form of communication is with the Shareholder.

Before granting the power of attorney in an electronic form the Shareholder is obliged to deliver, personally or by registered letter sent to the address of the Company's registered office, i.e. ul. Kościelna 32, 51-416 Wrocław, a written declaration indicating the e-mail address which will be used for granting the power of attorney in an electronic form and for sending the notification of granting it, the Shareholder's telephone number and attorney's telephone number as well as a copy of Shareholder's ID card (if the Shareholder is a natural person) or a current copy from a relevant register of the Shareholder (if the Shareholder is not a natural person).

After receiving a notification of granting a power of attorney in an electronic form the Company has the right to contact the Shareholder by using the numbers indicated by the Shareholder or send a return e-mail message in order to verify the fact of granting a power of attorney in an electronic form by a given Shareholder. The Shareholder is obliged to respond to the Company's return e-mail.

When the attendance list of the persons authorised to participate in the General Meeting is being drawn up the attorney is obliged to present an ID card confirming his/her personal details indicated in the power of attorney.

The principles of granting a power of attorney in an electronic form shall apply to revocation of the power of attorney, accordingly.

Notification of granting or revocation of the power of attorney in an electronic form should be submitted before 12:00 o'clock on the day preceding the due date of the Ordinary General Meeting.

Granting or revocation of the power of attorney in an electronic form or notification on granting or revocation of the power of attorney without adherence to the said requirements shall not be binding upon the Company.

Company's corporate documents do not provide for the possibility of participating or

speaking in the General Meeting by using means of electronic communication, or for the use of voting rights by mail or by means of electronic means of communication.

All the information pertaining to the General Meeting, including the full text of the documentation which is to be presented in the General Meeting as well as drafts of the resolutions related to the issues introduced to the agenda of the General Meeting or the issues which are to be introduced to the agenda before the due date of the Meeting shall be made available on the Company's website: [www.ab.pl](http://www.ab.pl)