

## **Current report No. 41/2009**

*(Friday, 6 November 2009)*

*Legal basis: Article 56 (1) (2) of the Public Offering Act – current and periodic information and § 38 (1)(1) of the Ordinance of Minister of Finance of 6 August 2009 on current and periodic information submitted by the issuers of securities ((Dz. U. (Journal of Laws) No. 131 item 1080)*

# **Convening the General Meeting of Shareholders of the Company**

The Management Board of AB S.A. convenes, on 4 December 2009, a General Meeting of Shareholders, which will be held in Hotel HP Park Plaza at ul. Drobnera 11/13 in Wrocław at 12:00 with the agenda as follows:

1. Opening of the General Meeting
2. Election of the Chairman of the General Meeting
3. Election of the Ballot Counting Committee,
4. Determining that the General Meeting of Shareholders has been duly convened and is capable of adopting resolutions,
5. Approval of the agenda,
6. Presenting the Management Board's report on the Company's activity as well as the Management Board's report on the activity of the capital group "AB Spółka Akcyjna" in the period 1 July 2008 – 30 June 2009
7. Presenting the financial statements and the consolidated financial statements with the opinions of chartered auditors for the period 1 July 2008 – 30 June 2009
8. Presenting the report of the Supervisory Board on the activity in the period 1 July 2008 – 30 June 2009
9. Adopting resolutions as regards the following issues:
  - a. approval of the report of the Supervisory Board on the activity for the period 1 July 2008 – 30 June 2009,
  - b. examining and approval of the Management Board's report on the Company's activity and the financial statements for the accounting year 1 July 2008 – 30 June 2009,
  - c. examining and approval of the Management Board's report on the activity of the capital group "AB Spółka Akcyjna" and the consolidated financial statements for the accounting year 1 July 2008 – 30 June 2009,

- d. profit distribution for the accounting year 1 July 2008 – 30 June 2009,
- e. granting the members of the Management Board and the members of the Supervisory Board a vote of acceptance for performing duties in the accounting year 1 July 2008 – 30 June 2009,
- f. authorizing the Management Board to take all necessary action to float the Company's shares series C1 on Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange – WSE)
- g. amending the Statutes of the Company
- h. adopting a consolidated text of the Statutes of the Company,
- i. adopting the Regulations of the General Meeting,
- j. approval of the Regulations of the Supervisory Board,

10. Motions from the floor

11. Closing the Ordinary General Meeting

The General Meeting may be participated only by the persons who are the Company's Shareholders as at 18 November 2009 (the date of participation registration for the General Meeting), provided that:

- a. being entitled due to holding registered shares, they will be entered in the register book on 18 November 2009, i.e. on the date of participation registration for the Ordinary General Meeting.
- b. being entitled due to holding uncertified bearer shares, they will be entered in the list of the persons entitled due to holding uncertificated bearer shares prepared by the Company based on the register drawn up by the entity running the deposit securities account. This register is prepared by the entity running the deposit securities account based on the registers submitted by the entities maintaining securities accounts. The entities maintaining securities accounts prepare the register on the basis of issued certificates confirming the right to participate in the OGMS. The certificates confirming the right to participate in the General Meeting are issued only upon the request of the shareholder. The shareholder may make a request not earlier than on the day of announcing the convening of the Ordinary General Meeting and not later than on the first working day following the registration, i.e. on 19 November 2009. Should the Shareholder not file a request for issuing a personal certificate of entitlement to participate in the General Meeting, the Shareholder shall not be listed on the register of the entitled shareholders drawn up by the Company.

Pursuant to Art. 407 § 1 of the Code of Commercial Companies and Partnerships the list of shareholders entitled to participate in the General Meeting shall be on display at the registered office of the Company in Wrocław at ul. Kościelna 32 three working days prior to the date of the General Meeting. At the request of the Shareholder the list of shareholders entitled to participate in the OGMS is sent to the e-mail address of the Shareholder indicated in the request.

The Shareholder or Shareholders representing at least one twentieth of the share capital are entitled to:

1. request that certain issues be included in the agenda of the General Meeting. The request shall be submitted to the Management Board twenty one days prior to the arranged date of the Meeting at the latest. The request shall contain the grounds for or a draft of the resolution with regard to the proposed item of the agenda. The request may be filed in an electronic form.
2. submit to the Company, prior to the date of the General Meeting, in writing or by means of electronic communication, the drafts of the resolutions on the issues put on the agenda of the General Meeting or the issues intended to be put on the agenda.

Also during the General Meeting every Shareholder may raise the drafts of the resolutions on the issues included in the agenda.

The Shareholders may participate in OGMS in person or by proxy. The power of attorney authorizing to participate in the General Meeting and exercise voting rights should be granted in writing or in an electronic form. The power of attorney granted in an electronic form does not need to bear a safe digital signature verified by a valid approved certificate. The power of attorney granted and the notification of granting such a power of attorney should be sent to the e-mail address of the Company: [\*\*wzaabsa@ab.pl\*\*](mailto:wzaabsa@ab.pl). The Shareholder may use a form from the Company's website [\*\*www.ab.pl\*\*](http://www.ab.pl) to grant the power of attorney.. The risk related to the use of electronic means of communication is on the Shareholder.

Prior to granting the power of attorney in an electronic form, the Shareholder is obliged to deliver, in person or by registered mail, to the address of the Company's registered office - ul. Kościelna 32, 51 – 416 Wrocław, a written declaration with an indicated e-mail address by means of which the power of attorney shall be granted in an electronic form and the notification of such granting sent, as well as the telephone number of the Shareholder and the telephone number of the proxy supported by the copy of the Shareholder's identity

document (if natural person) or a valid copy of the relevant trade register of the Shareholder (if legal person or organizational unit).

On receipt of the notification of granting the power of attorney in an electronic form, the Company shall have the right to call on the telephone numbers provided by the Shareholder or respond to the e-mail to verify whether the power of attorney has been granted in an electronic form by the Shareholder. The Shareholder is obliged to respond to the e-mail sent by the Company.

While registering for the General Meeting, the proxy shall be asked to show an identity card confirming their personal details indicated in the power of attorney.

The procedure of revoking the power of attorney in an electronic form is identical to granting the power of attorney.

Granting or revoking the power of attorney in an electronic form shall be notified by noon on the day preceding the Ordinary General Meeting at the latest.

Granting or revoking the power of attorney in an electronic form or notification of such granting or revoking failing to fulfill the Company's requirements shall not be binding on the Company.

The Company's corporate documents do not provide for the possibility of participation in the General Meeting or voicing an opinion during the General Meeting by using electronic means of communication, neither do they provide for exercising the right to vote by traditional mail or electronic means of communication.

Any information regarding the General Meeting, including full documentation to be presented to the General Meeting as well as the drafts of the resolutions on the issues put on the agenda of the General Meeting or on the issues intended to be put on the agenda prior to the date of the Meeting shall be available at the Company's website: [www.ab.pl](http://www.ab.pl)