

## **Current Report No. 7/2018**

*(Wednesday, 21 November 2018)*

### **Convention of the Annual General Meeting of AB S.A.**

The Management Board of AB S.A., with its registered office in Magnice, hereby informs that the Annual General Meeting of Shareholders has been convened for 20 December 2018. Detailed information on the General Meeting, including the planned agenda, may be found in the attachment to this report.

*Legal basis: Art. 56.1.2 of the Act on Public Offering – ongoing and periodic information and Art. 19.1.1 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodical disclosure by issuers of securities and on conditions under which information required by legal regulations of a non-Member State may be recognised as equivalent (Journal of Laws of 2018, item 757)*

Magnice, 21 November 2018

### **Convention of the Annual General Meeting of AB S.A.**

The Management Board of AB S.A. convenes the Annual General Shareholders Meeting which will be held on 20 December 2018 in the HP Park Plaza Hotel, at ul. Drobnera 11/13 in Wrocław, Poland, 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 Returning Committee,
4. Confirmation that the Meeting was properly convened and that it is entitled to take valid resolutions,
5. Adoption of the agenda,
6. Presentation of the Management Board's report on the Company's operations and the Management Board's report on the operations of the Group of "AB Spółka Akcyjna" in the period from 01.07.2017 to 30.06.2018.
7. Presentation of the financial statements and of the consolidated financial statements together with opinions of statutory auditors for the period from 01.07.2017 to 30.06.2018.
8. Presentation of the Supervisory Board's report on its activity for the period from 01.07.2017 to 30.06.2018.
9. Adoption of resolutions regarding:
  - a. approval of the Supervisory Board's report on its activity for the period from 01.07.2017 to 30.06.2018.
  - b. review and approval of the Management Board's report on the Company's operations and the financial statements for the financial year from 01.07.2017 to 30.06.2018,
  - c. review and approval of the Management Board's report on operations of the Group of AB Spółka Akcyjna in the financial year from 01.07.2017 to 30.06.2018,
  - d. allocation of profit for the financial year from 01.07.2017 to 30.06.2018 and authorisation of the Management Board to acquire treasury shares by the Company,
  - e. acknowledgement of the fulfilment of duties by the members of the Management Board and of the Supervisory Board in the financial year from 01.07.2017 to 30.06.2018,
  - f. adoption of a resolution regarding the expansion of the Company's activities and the amendment of the Articles of Association
  - g. adoption of a resolution on adopting the consolidated text of the Company's Articles

of Association.

10. Any other business,

11. Closing of the Annual General Meeting.

The General Meeting may be attended solely by authorised persons who are Shareholders of the Company on 04 December 2018 (registration date of participation in the general meeting) if:

- a. being holders of registered shares, they are entered in the register of shares on 04 December 2018 which is the registration date of participation in the Annual General Meeting.
- b. being holders of dematerialised bearer shares, they are entered in the list of holders of dematerialised bearer shares made by the Company on the basis of a list maintained by the entity operating the securities deposit. The list is prepared by the securities deposit entity on the basis of lists provided by entities maintaining the relevant securities accounts. The entities maintaining the securities accounts shall prepare the lists on the basis of certificates certifying the right to participate in the Annual General Meeting. Certificates of the right to participate in the General Meeting are issued only upon the shareholder's request. The Shareholder may submit the request not earlier than on the date of publication of the announcement of convention of the Annual General Meeting and not later than on the first working day after the date of registration, i.e. on 05 December 2018. Should the Shareholder fail to submit the request for the issue a certificate confirming their right to participate in the General Meeting, the Shareholder shall not be entered into the register or on the list of authorised persons established by the Company.

Pursuant to Article 407.1 of the Polish Code of Commercial Companies 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 Magnice, ul. Europejska 4 three working days before the date of the General Meeting. Upon the Shareholder's request the list of shareholders authorised to participate in AGM shall be sent to the Shareholder's e-mail address indicated in the request.

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

1. make a request for introducing specific issues to 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. Such request shall specify reasons or a draft resolution on a proposed item on the agenda. The request may be submitted in an electronic form.
2. propose draft resolutions relating to the items on the agenda of the General Meeting or matters that are to be added to the agenda, before the date of the General Meeting in writing or in electronic communication.

During the General Meeting each Shareholder may also propose draft resolutions concerning items added to the agenda.

The Shareholders may participate in AGM in person or by proxy. A power of attorney to participate in the General Meeting and to exercise voting rights should be made in writing or electronically. A power of attorney granted electronically needs not be provided with an electronic signature verified with a valid qualified certificate. Such power of attorney in an electronic form and notification of granting of such power of attorney shall be provided to the Company's e-mail address: [wzaabsa@ab.pl](mailto:wzaabsa@ab.pl). By granting the power of attorney, the Shareholder may use the form provided on the Company's website: [www.ab.pl](http://www.ab.pl). The risk involved in an electronic form of communication shall be borne by the Shareholder.

Before granting the power of attorney in an electronic form, the Shareholder shall be obliged to deliver, personally or by registered letter sent to the address of the Company's registered office, i.e. ul. Europejska 4, 55-040 Magnice, 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 their proxy's telephone number, as well as a copy of the 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 the notification of granting the power of attorney in an electronic form the Company has the right to contact

the Shareholder by phone at the indicated numbers or send a return e-mail message to verify if the power of attorney in electronic form has been granted by the Shareholder. The Shareholder shall be obliged to respond to such return e-mail from the Company.

When a list of attendance is made of persons authorised to participate in the General Meeting, the proxy shall be obliged to submit an ID card confirming their personal details as specified in the power of attorney.

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

Notification of granting or revoking the power of attorney in an electronic form should be submitted before 12:00 on the day preceding the due date of the Annual General Meeting.

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

The Company's corporate documents do not provide for the possibility of participating or speaking at the General Meeting using means of electronic communication, nor for exercising the voting rights by mail or by electronic means of communication. The Company also does not plan the real-time broadcast of the General Meeting.

All the information relating to the General Meeting, including the full text of the documentation which is to be presented at the General Meeting, as well as the drafts of the resolutions relating 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).