

## **Current Report No. 19/2013**

*(Tuesday, 12 November 2013)*

*Legal basis: Art. 56.1.2 of the Public Offering Act – public and periodical information and Art. 38.1.1) of the Regulation of the Minister of Finance of 6 August 2009 on current and periodical disclosure by issuers of securities (Journal of Laws No. 131 item 1080)*

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

The Management Board of AB S.A. convenes for 10 December 2013 of an Ordinary General Meeting of the Company to be held at Hotel HP Park Plaza at ul. Drobnera 11/13 in Wrocław at 12:00 hours 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 convened correctly and that it was entitled to take valid resolutions.
5. Approval of the agenda.
6. Presentation of a report of the Management Board from the operations of the Company and a report of the Management Board from the operations of the capital group “AB Spółka Akcyjna” in the period 01.07.2012 – 30.06.2013.
7. Presentation of the financial statements and consolidated financial statements with auditors’ opinions for the period 01.07.2012 – 30.06.2013.
8. Presentation of a report of the Supervisory Board for the period 01.07.2012 – 30.06.2013.
9. Approval of the following resolutions:
  - a. approval of the report of the Supervisory Board for the period 01.07.2012 – 30.06.2013,
  - b. review and approval of the report of the Management Board from the operations of the Company and financial statements for the financial year 01.07.2012 – 30.06.2013,

- c. review and approval of the report of the Management Board from the operations of the capital group “AB Spółka Akcyjna” and consolidated financial statements for the financial year 01.07.2012 – 30.06.2013,
- d. distribution of profit for the financial year 01.07.2012 – 30.06.2013,
- e. granting a vote of approval to members of the Management Board and members of the Supervisory Board for the performance of their duties in the financial year 01.07.2012 – 30.06.2013,
- f. amendments to the articles of association,
- g. change of accounting and reporting standards applied to prepare financial statements of the Company to IAS.

10. Any other matter.

11. Closing of the General Meeting.

The General Meeting may be attended solely by authorised persons who are Shareholders of the Company on 24 November 2013 (registration date of participation in the general meeting) if:

- a. being holders of registered shares, they are entered in the shareholder register on 24 November 2013 which is the registration date of participation in the 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 entity. The list is made 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 make the lists on the basis of certificates certifying the right to participate in the Ordinary General Meeting. The certificates certifying the right to participate in the General Meeting shall be issued solely upon requests of the Shareholders. Shareholders may file their requests not earlier than on the publication date of the announcement convening the Ordinary General Meeting and not later than on the first working day after the registration date being 25 November 2013. If a Shareholder fails to file a request to issue a certificate certifying the right to participate in the General Meeting, such Shareholder will not be listed on the list of authorised Shareholders maintained by the Company.

Pursuant to art. 407 § 1 of the Code of Commercial Companies, the list of Shareholders authorised to participate in the General Meeting shall be available for review at the premises of the Company in Wrocław at ul. Kościelna 32 three working days before the date of

the General Meeting. Upon a request of a Shareholder, the list of Shareholders authorised to participate in the Ordinary General Meeting shall be sent to the Shareholder's e-mail address.

A Shareholder or Shareholders representing minimum one twentieth of the share capital shall be entitled to:

1. request certain items to the agenda of the General Meeting. Such request shall be submitted to the Management Board latest twenty one days before the designated date of the General Meeting. Such request shall specify reasons or a draft resolution to the proposed item on the agenda. Such request may be submitted electronically.
2. the right to propose draft resolutions with reference 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 propose draft resolutions concerning the items added to the agenda.

The Shareholders may participate in the Ordinary General Meeting in person or by proxy. A power of attorney to participate in the General Meeting and to exercise voting rights shall 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 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) Granting the power of attorney, Shareholders may use the form provided at the Company's web site: [www.ab.pl](http://www.ab.pl). The Shareholder shall bear the risk of using electronic communication.

Before granting a power of attorney in electronic form, the Shareholder shall deliver in person or by registered letter to the Company's offices – ul. Kościerzyńska 32, 51-416 Wrocław, a written statement designating the e-mail address with which such power of attorney in electronic form will be granted and the notification of the power of attorney will be sent as well as the Shareholder's telephone number and the proxy's telephone number and a copy of the Shareholder's ID document (if a natural person) or a valid extract from the Shareholder's register (if not a natural person).

When a notification of a granted power of attorney in electronic form is received, the Company shall be entitled to contact the Shareholder by phone at the designated numbers or send a return e-mail message, to verify that 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 the list of attendance is made of persons authorised to participate in the General Meeting, the proxy shall be obliged to submit an ID document confirming their personal details as specified in the power of attorney.

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

Notifications on granting or revoking powers of attorney in electronic form shall be made latest by 12:00 hours on the day preceding the day of the Ordinary General Meeting.

Granting or revoking a power of attorney in electronic form or a notification of granting or revoking a power of attorney without compliance with the above 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, or for the use of voting rights by mail or by means of electronic means of communication.

All information relating to the General Meeting, including the full text of the documentation to be submitted to the General Meeting and draft resolutions of the matters on the agenda of the General Meeting or matters to be added to the agenda before the date of the General Meeting, shall be made available at the Company's web site: [www.ab.pl](http://www.ab.pl)