

## **Current Report No. 21/2014**

*(Wednesday, 5 November 2014)*

*Legal basis: Article 56.1.2 of the Polish Public Offering Act – ongoing and periodic disclosures and Art. 38.1.1) of the Regulation of the Minister of Finance of 6 August 2009 on ongoing and periodic disclosures by issuers of securities (Journal of Laws of 2014, item 133)*

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

The Management Board of AB S.A. convenes an Ordinary General Shareholders' Meeting that shall be held on 5 December 2014 in the HP Park Plaza Hotel, at 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 Returning Committee,
4. Confirmation that the Meeting was convened correctly and that it is entitled to take valid resolutions,
5. Approval of the agenda,
6. Presentation of a report of the Management Board on the Company's operations and a report of the Management Board on the operations of the Group of "AB Spółka Akcyjna" in the period from 01.07.2013 to 30.06.2014.
7. Presentation of the financial statements and the consolidated financial statements with auditors' opinions for the period from 01.07.2013 to 30.06.2014.
8. Presentation of a report of the Supervisory Board for the period from 01.07.2013 to 30.06.2014.
9. Approval of the following resolutions:
  - a. approval of the report of the Supervisory Board for the period from 01.07.2013 to 30.06.2014,
  - b. review and approval of the report of the Management Board on the Company's operations and the financial statements for the financial year from 01.07.2013 to 30.06.2014,
  - c. review and approval of the report of the Management Board on the operations of the Group of "AB Spółka Akcyjna" and the consolidated financial statements for

- the financial year from 01.07.2013 to 30.06.2014,
- d. profit distribution for the financial year from 01.07.2013 to 30.06.2014,
  - e. discharge of the members of the Management Board and the members of the Supervisory Board for the performance of their duties in the financial year from 01.07.2013 to 30.06.2014.
10. Any other business.
11. Closing of the General Meeting.

The General Meeting may be attended solely by authorised persons who are Shareholders of the Company on 19 November 2014 (registration date of participation in the general meeting) if:

- a. being holders of registered shares, they are entered in the book of shares on 19 November 2014 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 an entity operating the securities deposit. 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. A shareholder may submit the request not earlier than on the date of publication of the announcement of convention of the Ordinary General Meeting and not later than on the first working day after the date of registration, i.e. on 20 November 2014. Should the Shareholder fail to submit a request for issue of a registered certificate of the right to participate in the General Meeting, the Shareholder shall 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, at ul. Kościelna 32 three working days before the date of the General Meeting. Upon a Shareholder's request, 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 that certain items be put on the agenda of the General Meeting. Such request shall be submitted to the Management Board not later than twenty one days before the designated date of the General Meeting. Such request shall specify reasons or a draft resolution on the proposed item on the agenda. Such request may be submitted electronically.
2. 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.

Furthermore, during the General Meeting each Shareholder may propose draft resolutions concerning 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 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 a 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 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. Kościelna 32, 51-416 Wrocław, a written statement indicating the e-mail address that will be used for granting the power of attorney in an electronic form and for sending notification of its granting, the Shareholder's telephone number and the attorney'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).

When notification of the granted power of attorney in an 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 an 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 the 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 the power of attorney in an electronic form shall apply to the revocation of the power of attorney accordingly.

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

Granting or revoking a power of attorney in an 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 by using means of electronic communication or for the use of voting rights by mail or via 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 the 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).