

## **Current Report No. 24/2015**

*(Friday, 9 October 2015)*

*Legal basis: Art. 5.1.2 of the Act on offering – current and periodical disclosure, and Art. 38.1.1 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodical disclosure of information by issuers of securities and conditions to recognise as equivalent the information that is required by the law in non-member states (consolidated text, 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 which will be held on 5 November 2015 in the HP Park Plaza Hotel, ul. Drobnera 11/13 in Wrocław at 12:00 a.m. with the following agenda:

1. Opening of the General Meeting
2. Election of the Chairperson of the General Meeting,
3. Appointment of the Returning Committee.
4. Confirmation that the Meeting was convened correctly and that it was entitled to take valid resolutions,
5. Adoption 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 01.07.2014 - 30.06.2015
7. Presentation of the financial statements and consolidated financial statements with auditors’ opinions for the period 01.07.2014 - 30.06.2015
8. Presentation of a report of the Supervisory Board for the period 01.07.2014 - 30.06.2015
9. Approval of the following resolutions:
  - a. approval of the report of the Supervisory Board for the period 01.07.2014 - 30.06.2015
  - b. review and approval of the report of the Management Board from the operations of the Company and financial statements for the financial year 01.07.2014 -

30.06.2015

- 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 01.07.2014 - 30.06.2015
- d. the distribution of the Company’s profit for the financial year 01.07.2014 - 30.06.2015
- 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 01.07.2014 - 30.06.2015
- f. appointment of the Supervisory Board for the next term of office,
- g. changes to the Articles of association of the Company,

10. Any other matter,

11. Closing of the Ordinary General Meeting

The General Meeting may be attended solely by authorised persons who are Shareholders of the Company on 20 October 2015 (registration date of participation in the general meeting) if:

- a. being holders of registered shares, they are entered in the shareholder register on 20 October 2015 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 which maintain security accounts draw up the register on the basis of the issued certificates of the right to participate in the OGM. 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 21 October 2015. 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 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 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 OGM shall be sent to the Shareholder's e-mail address indicated in the request.

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 a demand shall be reported to the Management Board not later than twenty one days before the designated date of the General Meeting. Such request should include grounds or draft resolution concerning the item proposed to be placed 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.

Moreover, 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 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 risk related to the use of electronic communication shall remain with the Shareholders.

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).

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 a.m. the day proceeding 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)