

## **Current Report No. 25/2015**

*(Friday, 9 October 2015)*

*Legal basis: Art. 5.1.2 of the Act on offering – current and periodical disclosures, and Art. 38.1.3 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).*

# **DRAFT RESOLUTIONS FOR THE ORDINARY GENERAL MEETING OF AB SPÓŁKA AKCYJNA IN WROCŁAW ON 5 NOVEMBER 2015**

### **Resolution No. 1/2015**

**of the Ordinary General Meeting of:**

**“AB Spółka Akcyjna”**

**with its registered office in Wrocław**

**of 5 November 2015**

**on the election of the Chairperson of the General Meeting**

The Ordinary General Meeting decides to nominate ..... as  
the Chairperson of the Ordinary General Meeting

### **Resolution No. 2/2015**

**of the Ordinary General Meeting of:**

**“AB Spółka Akcyjna”**

**with its registered office in Wrocław**

**of 5 November 2015**

**regarding: election of the Returning Committee**

The Ordinary General Meeting decides to appoint the following persons to the Returning

Committee:

.....

**Resolution No. 3/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015  
on approving the agenda of the meeting**

The Ordinary General Meeting decides to approve the agenda of the Ordinary General Meeting.-----

**Resolution No. 4/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

**The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław approves the report of the Supervisory Board on operations for 2014/2015 containing an assessment of the report of the Management Board on operations of the Company for 2014/2015 and the financial statements for the financial year 2014/2015, the Management’s motion regarding profit distribution and a brief assessment of the Company’s condition, including an assessment of the risk management system and internal control system applied at the Company. -----**

**Resolution No. 5/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław

approves the report of the Management Board on operations of the Company for 2014/2015 and the financial statements for the financial year 2014/2015. -----

**Resolution No. 6/2015**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Wrocław**  
**of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław approves the report of the Management Board on operations of the “AB Spółka Akcyjna” Capital Group for 2014/2015 and the consolidated financial statements of the “AB Spółka Akcyjna” Capital Group for the financial year 2014/2015.-----

**Resolution No. 7/2015**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Wrocław**  
**of 5 November 2015**

1. The Ordinary General Meeting of AB S.A. with its registered office in Wrocław decides to distribute the Company’s profit for 2014/2015 of PLN 53,130,594.50 (PLN fifty three million one hundred thirty thousand five hundred ninety four and 50/100) as follows: PLN 11,331,350.80 (PLN eleven million three hundred thirty-one thousand three hundred fifty and 80/100) to be distributed as dividend to shareholders and the remaining PLN 41,799,243.70 (PLN forty one million seven hundred ninety nine thousand two hundred forty three and 70/100) to be allocated to the Company’s reserve capital.----
2. “AB SPÓŁKA AKCYJNA” shall pay dividend of 70 (seventy) grosz per share-----
3. The ex-dividend date was set at 3 December 2015.-----
4. The dividend will be distributed on 11 January 2016.-----

**Resolution No. 8/2015**

**of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the President of the Management Board – Andrzej Przybyło, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 9/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Management Board – Zbigniew Mądry, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 10/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Management Board – Grzegorz Ochędzan, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 11/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Management Board – Krzysztof Kucharski, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 12/2015**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Wrocław**  
**of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Chairperson of the Supervisory Board – Iwona Przybyło, from the performance of her duties in the financial year of 2014/2015.-----

**Resolution No. 13/2015**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Wrocław**  
**of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Supervisory Board – Jacek Łapinski, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 14/2015**  
**of the Ordinary General Meeting of:**  
**“AB Spółka Akcyjna”**  
**with its registered office in Wrocław**  
**of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Supervisory Board – Andrzej Bator, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 15/2015**

**of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Supervisory Board – Katarzyna Jażdzyk, from the performance of her duties in the financial year of 2014/2015.-----

**Resolution No. 16/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Supervisory Board – Radosław Kielbasiński, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 17/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław grants a vote of approval to the Member of the Supervisory Board – Jan Łapiński, from the performance of his duties in the financial year of 2014/2015.-----

**Resolution No. 18/2015**

**of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

1. Acting pursuant to Article 12.1 and 12.5, subject to Article 12.3 of the Company's Articles of Association the Ordinary General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław appoints for the new term of office the following members of the Supervisory Board: Andrzej Grabiński, Jacek Łapiński, Marek Ćwir, Jerzy Baranowski and Jakub Bieguński.
2. The Resolution shall come into force on the date hereof.

**Resolution No. 19/2015  
of the Ordinary General Meeting of:  
“AB Spółka Akcyjna”  
with its registered office in Wrocław  
of 5 November 2015**

Acting pursuant to Article 430 § 1 and 455 § 1 of the Polish Commercial Companies Code, the Ordinary General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław resolves as follows:-----

**Art. 1 [AMENDMENT TO THE ARTICLES OF ASSOCIATION]**

The following amendments are made to the Company’s Articles of Association:-----

– Art. 2.1 shall read as follows:-----

“1. The Company’s registered office is located in Magnice”. -----

– the first sentence in Art. 12.5 shall read as follows:-----

“5. Minimum two members of the Supervisory Board shall be Independent Members.”-----

– Art. 19 shall read as follows:-----

“General Meetings are held at the Company’s registered office, in Wrocław or in Warsaw.”

**Art. 2 [JUSTIFICATION]**

The amendments to the Articles of Association specified in Art. 1 indent 1 and indent 3 of the Resolution are related to the commissioning of the Company's new registered office in Magnice. The amendment to the Articles of Association specified in Art. 1 indent 2 of the Resolution is compliant with part III.6. of the Code of Best Practice for WSE Listed Companies in compliance with which minimum two members of the supervisory board should meet the independence criteria of the Company and the entities related to the Company. The amendments are aimed at adapting to the current corporate governance rules in force.

**Art. 3 [FINAL PROVISIONS]**

The Resolution comes into force as of the date hereof.-----