

Current Report No. 27/2013

(Wednesday, 11 December 2013)

Legal basis: Art.56.1.2 of the Polish Public Offering Act – current and periodic information and Art. 38.1.5) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodical information disclosed by issuers of securities (Journal of Laws No. 33, item 259, as amended).

Resolutions passed during the Ordinary General Shareholders Meeting

The Management Board of AB S.A. presents the resolutions adopted during the Ordinary General Shareholders Meeting which was held on 10 December 2013:

In a secret ballot, after Andrzej Przybyło abstained from voting, in which 3,274,771 valid votes resulting from 3,274,771 shares which constitute 20.23 % of shares in the share capital were cast, of which: 3,274,771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 1/2013 was passed, which reads as follows: -----

**Resolution No. 1/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013
on the Election of the Chairperson of the General Meeting**

The Ordinary General Meeting decides to appoint Andrzej Przybyło to the position of the Chairperson of the Ordinary General Meeting. -----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital, in which 5,900,771 of votes ‘for’, 0 votes ‘against’ and 0 votes ‘abstaining’, the General Meeting adopted a procedural resolution No. 2/A/2013 on waiving the secrecy of voting in the matter regarding the election of the Returning Committee,-----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 2/2013 was adopted, which reads as follows: :-----

**Resolution No. 2/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013
on the election of the Returning Committee**

The Ordinary General Meeting decides to nominate the following persons to the Returning Committee: Krzysztof Kucharski.-----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution No. 3/2013 was passed unanimously, which reads as follows: .-----

**Resolution No. 3/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013
on approving the agenda of the meeting**

The Ordinary General Meeting of AB S.A. decides to adopt the agenda of the Ordinary General Meeting.-----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution No. 4/2013 was passed unanimously, which reads as follows: .-----

**Resolution No. 4/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013**

The Ordinary General Meeting of 'AB SPÓŁKA AKCYJNA' with its registered office in Wrocław approves the report of the Supervisory Board on its activities in the financial year 2012/2013 which contains evaluation of the Management Board's report on the Company's operations for 2012/2013 and financial statements for the financial year 2012/2013, the Management Board's motion regarding the allocation of the profit and concise evaluation of the Company's situation, including the evaluation of the Company's risk management system and internal control system.-----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34% of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution No. 5/2013 was passed unanimously, which reads as follows: .-----

**Resolution No. 5/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013 and the financial statements for the financial year 2012/2013.-----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34% of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution No. 6/2013 was passed unanimously, which reads as follows:

**Resolution No. 6/2013
of the Ordinary General Meeting of:**

**“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013 and the consolidated financial statements of the “AB Spółka Akcyjna” Capital Group for the financial year 2012/2013.-----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34% of shares in the share capital were cast, of which: 5,900,771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 7/2013 was passed unanimously, which reads as follows: -----

**Resolution No. 7/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław decides not to distribute the profit of the company for 2012/2013 of PLN 29 237 605.68 (PLN twenty nine million two hundred thirty seven thousand six hundred five and 68/100) and to allocate it in full to the Company’s reserve capital.-----

In a secret ballot, after Andrzej Przybyło abstained from voting, in which 3,274,771 valid votes resulting from 3,274,771 shares which constitute 20.23 % of shares in the share capital were cast, of which: 3,274,771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 8/2013 was passed, which reads as follows: -----

**Resolution No. 8/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013. -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34% of shares in the share capital were cast, of which: 5,900,771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution no. 9/2013 was passed unanimously, which reads as follows:

**Resolution No. 9/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

The General Meeting of ‘AB SPÓŁKA AKCYJNA’ with its registered office in Wrocław acknowledges the fulfilment of duties by the member of the Management Board – Zbigniew Mądry in the financial year 2012/2013. -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which

constitute 28.34% of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 10/2013 was passed unanimously, which reads as follows:

**Resolution No. 10/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

The General Meeting of ‘AB SPÓŁKA AKCYJNA’ with its registered office in Wrocław acknowledges the fulfilment of duties by the member of the Management Board – Grzegorz Ochędzan in the financial year 2012/2013. -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 11/2013 was passed unanimously, which reads as follows:

**Resolution No. 11/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

The General Meeting of ‘AB SPÓŁKA AKCYJNA’ with its registered office in Wrocław acknowledges the fulfilment of duties by the member of the Management Board – Krzysztof Kucharski in the financial year 2012/2013. -----

In a secret ballot, after Iwona Przybyło abstained from voting, in which 4,226,000 valid votes resulting from 2,913,000 shares which constitute 18 % of shares in the share capital were cast, of which: 4,226,000 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution No. 12/2013 was passed, which reads as follows:

**Resolution No. 12/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013.- -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 13/2013 was passed unanimously, which reads as follows:

**Resolution No. 13/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

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 Łapiński, from

the performance of his duties in the financial year of 2012/2013. -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 14/2013 was passed unanimously, which reads as follows: -----

**Resolution No. 14/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013. -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 15/2013 was passed unanimously, which reads as follows: -----

**Resolution No. 15/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013**

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 Jażdrzyk, from the performance of her duties in the financial year of 2012/2013.-----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 16/2013 was passed unanimously, which reads as follows: -----

**Resolution No. 16/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013. -----

In a secret ballot, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes 'for', 0 votes 'against', 0 'abstaining' votes, the resolution no. 17/2013 was passed unanimously, which reads as follows: -----

**Resolution No. 17/2013
of the Ordinary General Meeting of:
"AB Spółka Akcyjna"
with its registered office in Wrocław
of 10 December 2013**

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 2012/2013. -----

In an open voting, in which 5,900,771 valid votes resulting from 4,587,771 shares which constitute 28.34 % of shares in the share capital were cast, of which: 5,900,771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 18/2013 was adopted, which reads as follows: -----

**Resolution No. 18/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

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

**§ 1
[MODIFICATION OF THE ARTICLES OF ASSOCIATION]**

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

– **art. 14.2.9) shall read as follows:-----**

“9) granting approval for issuing sureties by the Company or the Company's subsidiary and for incurring guarantee obligations and other off-balance sheet obligations, by the Company or the Company's subsidiary, not provided for in the budget approved in accordance with the provisions of the Company's Articles of Association, except for the operations to secure the Company's own liabilities;”

– **art. 14.3 is added after art. 14.2 as follows:-----**

“3. The competences of the Supervisory Board referred to in art. 14.2 do not apply to legal operations performed between the Company and a subsidiary of the Company.”-----

**§ 2
[FINAL PROVISIONS]**

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

In an open voting, in which 5 900 771 valid votes resulting from 4,587,771 shares which constitute 28.34% of shares in the share capital were cast, of which: 5 900 771 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 19/2013 was adopted, which reads as follows:

**Resolution No. 19/2013
of the Ordinary General Meeting of:
“AB Spółka Akcyjna”
with its registered office in Wrocław
of 10 December 2013**

The General Meeting of “AB SPÓŁKA AKCYJNA” with its registered office in Wrocław, acting pursuant to art. 45.1a and 45.1c of the Accounting Act of 29 September 1994 (uniform text: Journal of Laws of 2013, item 330, as amended) (hereinafter: Accounting Act) decide to change as from 1.07.2014 the accounting and reporting standards applied to the financial statements of the Company to IAS, within the meaning of art. 2.3 of the Accounting Act – that is to International Accounting Standards and International

Financial Reporting Standards and the related interpretations, published as regulations of the European Commission. -----