

Current Report No. 31/2015

(Friday, 6 November 2015)

Legal basis: Art. 56.1.2 of the Public Offering Act – public and periodical disclosures and Art. 38.1.7) of the Regulation of the Minister of Finance of 19 February 2009 on current and periodical disclosure by issuers of securities and conditions to recognise as equivalent the information that is required by law in Non-Member States (consolidated text: Journal of Laws of 2014, item 133).

Resolutions passed during the Ordinary General Shareholders' Meeting

The Management Board of AB S.A. presents the resolutions adopted during the Ordinary General Meeting which was held on 5 November 2015:

In a secret ballot, after Iwona Przybyło excused herself from voting, in which 10,286,878 valid votes resulting from 8,973,878 shares constituting 55.44% of shares in the share capital were cast, of which there were: 10,286,878 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution no. 1/2015 was adopted unanimously, which reads as follows:-----

**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 appoint Iwona Przybyło to the position of the Chairperson of the Ordinary General Meeting.-----

In open voting in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital, in which 11,961,649 of votes ‘for’, 0 votes ‘against’ and 0 votes ‘abstaining’, the General Meeting adopted a procedural resolution no. 2/A/2015 concerning departure from secret voting in the matter regarding the election of the Returning Committee,-----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital were cast, of which: 11,961,649 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution No. 2/2015 was adopted, which reads as follows: -----

**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: Krzysztof Kucharski.-----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital were cast, of which: 11,961,649 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution no. 3/2015 was passed unanimously, which reads as follows:-----

**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 of AB S.A. decides to approve the agenda of the Ordinary General Meeting.-----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital were cast, of which: 11,961,649 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution no. 4/2015 was passed unanimously, which reads as follows:-----

**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 proposal 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.-----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital were cast, of which: 11,961,649 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution no. 5/2015 was passed unanimously, which reads as follows:-----

**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. -----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital were cast, of which: 11,961,649 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution no. 6/2015 was passed unanimously, which reads as follows:-----

**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 on operations of the ‘AB Spółka Akcyjna’ Group of Companies in 2014/2015 and the consolidated financial statement of the ‘AB Spółka Akcyjna’ Group of Companies for the financial year 2014/2015 submitted by the Management Board.-----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares which constitute 65.78% of shares in the share capital were cast, of which: 11,961,649 votes ‘for’, 0 votes ‘against’, 0 ‘abstaining’ votes, the resolution no. 7/2015 was passed unanimously, which reads as follows:-----

**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 paid on 11 January 2016.-----**

In a secret ballot, after Andrzej Przybyło excused himself from voting, in which 9,335,649 valid votes resulting from 9,335,649 shares constituting 57.67% of shares in the share capital were cast, of which there were: 9,335,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 8/2015 was adopted unanimously, which reads as follows: -----

**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 acknowledges the fulfilment of duties by the President of the Management Board – Andrzej Przybyło in the financial year 2014/2015.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were: 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 9/2015 was adopted unanimously, which reads as follows:-----

**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 acknowledges the fulfilment of duties by the member of the Management Board – Zbigniew Mądry in the financial year 2014/2015.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 10/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 11/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In a secret ballot, after Iwona Przybyło excused herself from voting, in which 10,286,878 valid votes resulting from 8,973,878 shares constituting 55.44% of shares in the share capital were cast, of which there were: 10,286,878 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution no. 12/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 13/2015 was adopted unanimously, which reads as follows:-----

**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 acknowledges the fulfilment of duties by the member of the Supervisory Board – Jacek Łapiński in the financial year 2014/2015.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 14/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 15/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 16/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, the resolution No. 17/2015 was adopted unanimously, which reads as follows:-----

**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.-----

In an open voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,961,649 votes “for”, 0 votes “against”, 0 “abstaining” votes, a formal motion of shareholders was approved unanimously to vote in separate resolutions on the appointment of Andrzej Grabiński, Jacek Łapiński, Marek Ćwir, Jerzy Baranowski and Jakub Bieguński to the Supervisory Board for the new term of office.

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,103,649 votes “for”, 0 votes “against”, 858,000 “abstaining” votes, the resolution No. 18/2015 was adopted, which reads as follows:-----

**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.-----**
- 2. The Resolution shall come into force on the date hereof.-----**

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,103,649 votes “for”, 0 votes “against”, 858,000 “abstaining” votes, the resolution No. 19/2015 was adopted, which reads as follows:-----

**Resolution No. 19/2015
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: Jacek Łapiński.-----**

2. The Resolution shall come into force on the date hereof.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 9,337,845 votes “for”, 0 votes “against”, 2,623,804 “abstaining” votes, the resolution No. 20/2015 was adopted, which reads as follows:-----

**Resolution No. 20/2015
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: Marek Ćwir.-----**
- 2. The Resolution shall come into force on the date hereof.-----**

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,103,649 votes “for”, 0 votes “against”, 858,000 “abstaining” votes, the resolution No. 21/2015 was adopted, which reads as follows:-----

**Resolution No. 21/2015
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: Jerzy Baranowski.-----**
- 2. The Resolution shall come into force on the date hereof.-----**

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,103,649 votes “for”, 0 votes “against”, 858,000 “abstaining” votes, the resolution No. 22/2015 was adopted, which reads as follows:-----

**Resolution No. 22/2015
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: Jakub Bieguński.-----
2. The Resolution shall come into force on the date hereof.-----

In a secret voting, in which 11,961,649 valid votes resulting from 10,648,649 shares constituting 65.78% of shares in the share capital were cast, of which there were 11,103,649 votes "for", 858,000 votes "against", 0 "abstaining" votes, the resolution No. 23/2015 was adopted, which reads as follows:-----

**Resolution No. 23/2015
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 changes shall be introduced into 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]

This resolution shall come into force on the date of its adoption.-----