

Invitation to the Annual General Meeting  
of shareholders of ABB Ltd, Zurich  
on Monday, April 26, 2010, at 10:00 a.m.

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# Invitation

The **Annual General Meeting of ABB Ltd will be held on Monday, April 26, 2010, at 10:00 a.m.** (doors open at 9:00 a.m.) at the Messe Zurich hall, Wallisellenstrasse 49, in Zurich-Oerlikon, Switzerland.

We would like to invite our shareholders for coffee before the meeting.

## Agenda

The Board of Directors of ABB Ltd submits the following **agenda and proposals** to the general meeting for discussion and decision:

### 1. Reporting for fiscal 2009

- Annual report and consolidated financial statements
- Annual financial statements
- Auditors' reports

### 2.1 Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2009

The Board of Directors **proposes** that the annual report, the consolidated financial statements, and the annual financial statements for 2009 be approved.

### 2.2 Consultative vote on the 2009 remuneration report

The Board of Directors **proposes** that the remuneration report as per pages 48–55 of the annual report be accepted (non-binding consultative vote).

Explanation: The remuneration report contains the principles governing the remuneration paid to the Board of Directors and the Executive Committee and reports on the amounts paid to the members of both bodies in 2009.

### 3. Discharge of the Board of Directors and the persons entrusted with management

The Board of Directors **proposes** that the members of the Board of Directors and the persons entrusted with management be granted discharge for fiscal 2009.

#### 4. Appropriation of available earnings and release of legal reserves

Net income for 2009	CHF	1,338,382,652
Carried forward from previous year	CHF	2,555,479,132
<b>Earnings available to the Annual General Meeting</b>	<b>CHF</b>	<b>3,893,861,784</b>

The Board of Directors **proposes** to release CHF 340,000,000 of the legal reserves and allocate those released reserves to other reserves and to carry forward the available earnings in the amount of CHF 3,893,861,784.

Explanation: ABB Ltd has significant legal reserves exceeding the required minimum. This is a result of last year's reduction of the share capital by means of a nominal value reduction. The Board of Directors therefore proposes the release of CHF 340,000,000 of legal reserves and the allocation of those released reserves to other reserves. This will enhance our share capital flexibility. As further described in Item 6, the Board of Directors is proposing to return capital to shareholders in the form of a nominal value reduction and therefore does not propose a dividend this year.

#### 5. Capital reduction through cancellation of shares

The Board of Directors **proposes**:

- a) to reduce the share capital of CHF 3,587,160,187.38 by CHF 34,919,500.00 to CHF 3,552,240,687.38 by way of cancellation of the 22,675,000 shares with a nominal value of CHF 1.54 each which were bought back by the Company under the share buyback program announced in February 2008;
- b) to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction;
- c) to amend article 4 para.1 of the Articles of Incorporation according to the following wording as per the date of the entry of the capital reduction in the commercial register (the proposed amendments are in *italics*):

##### **Article 4 para. 1**

The share capital of the Company is CHF 3,552,240,687.38 and is divided into 2,306,649,797 fully paid registered shares. Each share has a par value of CHF 1.54.

Explanation: The proposed capital reduction is the result of the share buyback program announced in February 2008 under which the Company purchased 22,675,000 ABB shares at an average price of CHF 28.74 per share in 2008.

## 6. Capital reduction through nominal value repayment

The Board of Directors **proposes:**

- a) to reduce the share capital of CHF 3,552,240,687.38\* by CHF 1,176,391,396.47\* to CHF 2,375,849,290.91\* by way of reducing the nominal value of the registered shares from CHF 1.54 by CHF 0.51 to CHF 1.03 and to use the nominal value reduction amount for repayment to the shareholders;
- b) to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction;
- c) to amend article 4 para. 1 of the Articles of Incorporation according to the following wording as per the date of the entry of the capital reduction in the commercial register (the proposed amendments are in *italics*):

### **Article 4 para. 1**

The share capital of the Company is CHF 2,375,849,290.91\* and is divided into 2,306,649,797\* fully paid registered shares. Each share has a par value of CHF 1.03.

- d) to amend article 4<sup>bis</sup> paras. 1 and 4, and article 4<sup>ter</sup> para. 1 of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of the registered shares from CHF 1.54 by CHF 0.51 to CHF 1.03, as per the date of the entry of the capital reduction in the commercial register.

\* In the event of non-approval of the proposed capital reduction through cancellation of shares set forth in Item 5, the aggregate nominal values and the aggregate number of shares will be adjusted accordingly.

## 7. Amendment to the Articles of Incorporation related to the capital reduction

To the extent that the general meeting approves the Board of Directors' proposal set forth in Item 6, the Board of Directors **proposes** to amend article 13 para.1 of the Articles of Incorporation as follows (the proposed amendment is in italics):

### Article 13 para. 1

One or more shareholders whose combined shareholdings represent an aggregate par value of at least CHF ~~616,000~~ 412,000 may demand that an item be included on the agenda of a General Meeting of Shareholders. Such inclusion must be requested in writing at least forty days prior to the meeting and shall specify the agenda items and proposals of such shareholder(s).

Explanation: The proposal under this Item 7 is a result of the proposed share capital reduction under Item 6. If the shareholders approve the share capital reduction, it is proposed to reduce the threshold for the submission of agenda items accordingly. The amended article 13 para. 1 of the Articles of Incorporation will only be entered into the commercial register together with the approved share capital reduction set forth in Item 6.

## 8. General amendments to the Articles of Incorporation

### 8.1 Amendment to Article 6

The Board of Directors **proposes** to replace the current article 6 of the Articles of Incorporation concerning the form of the shares with the following new article 6:

#### **Article 6 – Share Certificates and Intermediated Securities**

- 1 The Company may issue its registered shares in the form of single certificates, global certificates and uncertificated securities. Under the conditions set forth by statutory law, the Company may convert its registered shares from one form into another form at any time and without the approval of the shareholders. The Company shall bear the cost of any such conversion.
- 2 If registered shares are issued in the form of single certificates or global certificates, they shall bear the signatures of two members of the Board of Directors. These signatures may be facsimile signatures.
- 3 The shareholder has no right to demand a conversion of the form of the registered shares. Each shareholder may, however, at any time request a written confirmation from the Company of the registered shares held by such shareholder, as reflected in the share register.
- 4 Intermediated securities based on registered shares of the Company cannot be transferred by way of assignment. A security interest in any such intermediated securities also cannot be granted by way of assignment.
- 5 Uncertificated registered shares registered with Euroclear Sweden AB may be pledged in accordance with Swedish law.

Explanation: As of January 1, 2010, the Swiss Federal Act on Intermediated Securities (FISA; Bucheffektengesetz) along with some new regulations of the Swiss Code of Obligations (CO) has become effective. The new law provides legal clarification as to uncertificated shares. With the proposal under this Item, the Articles of Incorporation will be aligned to the FISA and the revised CO.

### 8.2 Deletion of Articles 32 and 33

The Board of Directors **proposes** to delete Section 6 of the Articles of Incorporation consisting of Article 32 “In-Kind Contributions” and Article 33 “Acquisitions of Property”.

Explanation: The two articles were included in the Articles of Incorporation in connection with the introduction of the ABB single share in 1999. According to the Swiss Code of Obligations, these provisions can be deleted in the Articles of Incorporation 10 years after the introduction of the ABB single share.

## 9. Elections to the Board of Directors

The term of office for all members of the Board of Directors expires at the general meeting on April 26, 2010.

The current members stand for re-election. Accordingly the Board of Directors **proposes** the re-election of Messrs.

- Roger Agnelli, Brazilian
- Louis R. Hughes, American
- Hans Ulrich Märki, Swiss
- Michel de Rosen, French
- Michael Treschow, Swedish
- Bernd W. Voss, German
- Jacob Wallenberg, Swedish
- Hubertus von Grünberg, German

to the Board of Directors for a further period of one year, until the annual general meeting 2011.

The re-elections to the Board of Directors shall be effected on an individual basis.

After the general meeting the Board of Directors intends to re-elect Mr. von Grünberg as its Chairman.

## 10. Election of the auditors

The Board of Directors **proposes** that Ernst & Young AG be elected as the auditors for fiscal 2010.

# Documentation and attendance procedures

## Documentation

The **annual report** will be available to the shareholders for examination from April 1, 2010, at the company's head office in Zurich-Oerlikon as well as in Sweden at ABB, Kopparbergsvägen 2, Västerås. The invitation including the agenda and the proposals of the Board of Directors will be mailed directly to holders of registered shares with the right to vote. Annual reports will be mailed on request. The annual report is also available on the internet via [www.abb.com](http://www.abb.com).

## Registration and admission cards

Shareholders entered in the share register, with the right to vote, by **April 16, 2010** are entitled to participate in the general meeting. These shareholders will receive their admission cards (by priority mail) on request using the reply form enclosed with the invitation. The reply form or a corresponding notification must reach the company not later than **April 20, 2010**. Reply forms or notifications arriving after that date will not be taken into consideration.

## Proxies

If you cannot attend our general meeting in person, you may arrange to be represented by:

- a) another shareholder with the right to vote; or
- b) our company
  - unless instructed otherwise, your vote will be cast in favor of the Board of Directors' proposals; ABB Ltd as corporate body will represent only shareholders giving proxy in favor of the Board of Directors' proposals. Proxies with different instructions will be transferred to the independent representative; or
- c) the independent representative
  - you can authorize Dr. Hans Zehnder, attorney-at-law and notary, Bahnhofplatz 1, CH-5401 Baden, to act as your representative (with delegation rights) in accordance with article 689c of the Swiss Code of Obligations; Dr. Zehnder votes as instructed. If no instructions have been given, your vote will be cast in favor of the Board of Directors' proposals; or
- d) the depositary bank.



### Depository banks

Depository banks representing shareholders are requested to inform the company in good time of the number of the shares they represent, at the latest on April 22, 2010, at 2:00 p.m.

### Translation

The general meeting will be held principally in German. There will be simultaneous translation into English and French.

### Transmission

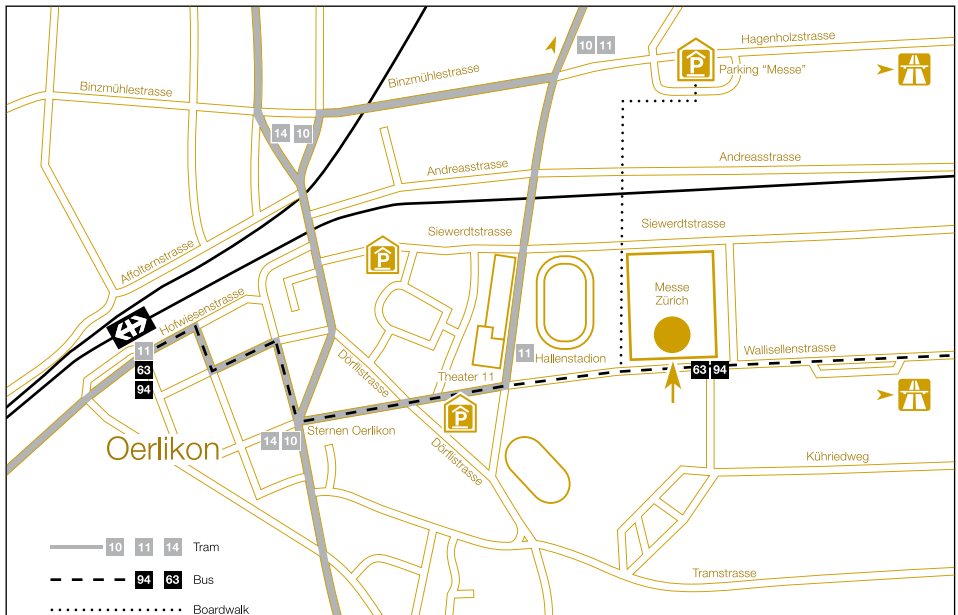
The general meeting will be broadcast on the Internet via [www.abb.com](http://www.abb.com).

The **decisions** taken by the general meeting will subsequently be available for inspection from May 14, 2010 at the company's head office in Zurich-Oerlikon, Switzerland, and will be published on ABB's website [www.abb.com](http://www.abb.com).

CH-8050 Zurich, March 29, 2010

Yours sincerely  
For the Board of Directors of  
**ABB Ltd**

**Hubertus von Grünberg, Chairman**



## Notes for participants

Shareholders are asked to use public transport as there will be limited parking facilities at the meeting location Messe Zurich.

## Public transport

Train to Zurich main station. Then tram No. 11 to **Messe/Hallenstation**.

Or **train to Zurich-Oerlikon station**. Then tram No. 11 or bus No. 63 or 94 to **Messe/Hallenstation**.

On foot: about 10 minutes' walk from Zurich-Oerlikon station to Messe Zürich.

# Contact us

**ABB Ltd**

Share Register

P.O. Box

CH-8050 Zurich

Phone: +41 (0)43 317 57 08

Fax: +41 (0)43 317 57 10

[www.abb.com](http://www.abb.com)

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