



Invitation to the Annual General Meeting
of Shareholders of ABB Ltd, Zurich
Thursday, April 25, 2013, at 10:00 a.m.

Power and productivity
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Invitation

The **Annual General Meeting of ABB Ltd will be held on Thursday, April 25, 2013, at 10:00 a.m.** (doors open at 9:00 a.m.) at the Messe Zurich hall, Wallisellenstr. 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 Annual General Meeting for discussion and decision:

1. Reporting for fiscal year 2012

- 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 2012

The Board of Directors **proposes** that the annual report, the consolidated financial statements, and the annual financial statements for 2012 be approved.

2.2 Consultative vote on the 2012 remuneration report

The Board of Directors **proposes** that the remuneration report as per pages 29–41 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 2012.

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 year 2012.

4. Appropriation of available earnings and distribution of capital contribution reserve

Net income for 2012	CHF	1,173,180,144
Carried forward from previous year	CHF	3,297,518,216
Total earnings available to the Annual General Meeting	CHF	4,470,698,360

The Board of Directors **proposes**

- a) to carry forward the 2012 total available earnings; and
- b) to convert capital contribution reserve to other reserves in the amount of CHF 0.68 per share and to distribute a dividend for the fiscal year 2012 of CHF 0.68 per share, based on a maximum of 2,314,743,264 dividend paying shares*.

* The amount payable as a dividend out of capital contribution reserve will be determined on the basis of the shares entitled to a dividend and will be adjusted accordingly. The total amount to be paid may not exceed CHF 1,574,025,419.52.

In deciding on the distribution of a dividend, the Annual General Meeting shall take into account that ABB Ltd will pay dividends only on shares that do not participate in the dividend access facility as per art. 8 of the Articles of Incorporation and on shares that are not held by ABB Ltd and its affiliates.

Shareholders who are resident in Sweden and participate in the established dividend access facility will receive an amount in Swedish kronor from ABB Norden Holding AB that corresponds to the dividend resolved on a registered share of ABB Ltd. This amount is subject to taxation according to Swedish law. The first trading day ex-dividend is expected to be April 29, 2013, and the payout date in Switzerland is expected to be May 3, 2013.

Explanation: The 2012 total available earnings shall be carried forward. Instead of a distribution out of available earnings, the Board of Directors proposes the distribution of a dividend out of capital contribution reserve in the amount of CHF 0.68 per share. The dividend from the capital contribution reserve is paid out without deduction of Swiss withholding tax.

5. Renewal of authorized share capital

The Board of Directors **proposes** to renew ABB Ltd's authorized share capital in an amount not to exceed CHF 206,000,000 enabling the issuance of up to 200,000,000 ABB Ltd shares with a nominal value of CHF 1.03 each by no later than April 29, 2015, by amending the Articles of Incorporation with a new article 4^{ter} paragraph 1 with the following wording:

Article 4^{ter} - Authorized Share Capital

- 1 The Board of Directors shall be authorized to increase the share capital in an amount not to exceed CHF 206,000,000 through the issuance of up to 200,000,000 fully paid registered shares with a par value of CHF 1.03 per share by not later than April 29, 2015. Increases in partial amounts shall be permitted.

Explanation: The proposed renewal of authorized share capital is intended to replace the existing authorized share capital, which will expire on April 29, 2013. The existing article 4^{ter} paragraphs 2 to 4 will remain unchanged.

6. Re-elections to the Board of Directors

The term of office for all members of the Board of Directors expires at the Annual General Meeting on April 25, 2013.

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

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

to the Board of Directors for a further period of one year, until the Annual General Meeting 2014.

The election of each person standing for re-election to the Board of Directors shall be effected on an individual basis.

After the Annual General Meeting, the Board of Directors intends to re-elect Mr. von Grünberg as its Chairman.

7. Re-election of the auditors

The Board of Directors **proposes** that Ernst & Young AG be re-elected as auditors for fiscal year 2013.

Documentation and attendance procedures

Documentation

The **annual report** will be available to the shareholders for examination from March 28, 2013, 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.

Registration and admission cards

Shareholders entered in the share register, with the right to vote, by **April 17, 2013**, are entitled to participate in the Annual General Meeting. Shareholders registered by April 17, 2013, 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 19, 2013**. Reply forms or notifications arriving after that date will not be taken into consideration.

No trading restrictions on ABB shares

The entry of shareholders with the right to vote in ABB's share register does not affect the trading of ABB shares held by such shareholders before, during or after the Annual General Meeting.

Proxies

If you cannot attend our Annual 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 only represent 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.

Depositary banks

Depositary 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, 2013, at 3:00 p.m.

Translation

The Annual General Meeting will be conducted principally in German. Translation into English and French will be available.

Transmission

The Annual General Meeting will be broadcast on the Internet via www.abb.com.

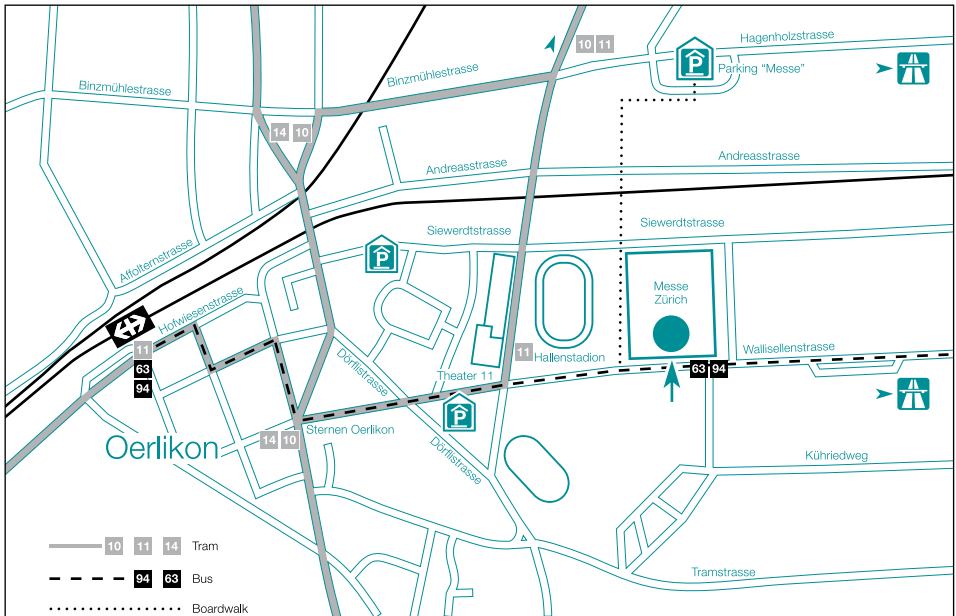
A record of the **decisions** taken by the Annual General Meeting will be available for inspection shortly after the Annual General Meeting, at the Company's head office in Zurich-Oerlikon, Switzerland, and will be published on ABB's website www.abb.com.

CH-8050 Zurich, March 27, 2013

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 Zürich**.

Public transport

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

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

Contact us

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