

ABB Ltd

AGENDA AND RESOLUTIONS

from the Annual General Meeting of Shareholders

held on May 8, 2008, 10.00

in the "Messe Zürich hall", Zürich-Oerlikon / CH

AGENDA AND RESOLUTIONS

1. Reporting for Fiscal Year 2007

(Reporting only).

2. Approval of the Annual Report, the Consolidated Financial Statements, and the Annual Financial Statements for 2007

The shareholders approve the Annual Report, the Consolidated Financial Statements, and the Annual Financial Statements for 2007.

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

The shareholders discharge the members of the Board and the persons entrusted with management for the fiscal year 2007.

4. Appropriation of available earnings and release of legal reserves

The shareholders approve the proposal of the Board of Directors,

- to release CHF 2,086,682,937 of the legal reserves,
- to allocate those released reserves to other reserves, and
- to carry forward the available earnings in the amount of CHF 1,772,263,198.

5. Creation of additional contingent share capital

The shareholders approve with the required majority of two thirds of the votes represented, and thereby also with the absolute majority of the par value of shares represented,

- the creation of additional contingent share capital in an amount not to exceed CHF 500,000,000 enabling the issuance of up to 200,000,000 ABB Ltd shares with a nominal value of CHF 2.50; and
- the following amendment to the first three paragraphs of Article 4^{bis} of the Articles of Incorporation:

Article 4^{bis}

Contingent
Share Capital

1 The share capital may be increased in an amount not to exceed CHF 525,000,000 through the issuance of up to 210,000,000 fully paid registered shares with a par value of CHF 2.50 per share,

a) up to the amount of CHF 500,000,000 through the exercise of conversion rights and/or warrants granted in connection with the issuance on national or international capital markets of newly or already issued bonds or other financial market instruments by the Company or one of its group companies, and

b) up to the amount of CHF 25,000,000 through the exercise of warrant rights granted to the shareholders by the Company or one of its group companies. The Board of Directors may grant warrant rights not taken up by shareholders for other purposes in the interest of the Company.

The pre-emptive rights of the shareholders shall be excluded in connection with the issuance of convertible or warrant-bearing bonds or other financial market instruments or the grant of warrant rights. The then current owners of conversion rights and/or warrants shall be entitled to subscribe for the new shares. The conditions of the conversion rights and/or warrants shall be determined by the Board of Directors.

2 The acquisition of shares through the exercise of conversion rights and/or warrants and each subsequent transfer of the shares shall be subject to the restrictions of art. 5 of these Articles of Incorporation.

3 In connection with the issuance by the Company or one of its group companies of convertible or warrant-bearing bonds or other financial market instruments, the Board of Directors shall be authorized to restrict or deny the advance subscription rights of shareholders if such

issuances are for the purpose of financing or refinancing the acquisition of an enterprise, parts of an enterprise, participations or new investments or the issuance on national or international capital markets. If advance subscription rights are denied by the Board of Directors, the following shall apply: the convertible or warrant-bearing bonds or other financial market instruments shall be issued at the relevant market conditions and the new shares shall be issued pursuant to the relevant market conditions taking into account the share price and/or other comparable instruments having a market price. Conversion rights may be exercised during a maximum 10-year period, and warrants may be exercised during a maximum 7-year period, in each case from the date of the respective issuance. The advance subscription rights of the shareholders may be granted indirectly.

6. Capital reduction through nominal value repayment

The shareholders approve,

- to reduce the share capital of CHF 5,790,037,755.00 by CHF 1,111,687,248.96 to CHF 4,678,350,506.04 by way of reducing the nominal value of the registered shares from CHF 2.50 by CHF 0.48 to CHF 2.02 and to use the nominal value reduction amount for repayment to the shareholders,
- to confirm as a result of the report of the auditors, that the claims of the creditors are fully covered notwithstanding the capital reduction,
- 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:

Article 4

Share Capital 1 The share capital of the Company is CHF 4,678,350,506.04 and is divided into 2,316,015,102 fully paid registered shares. Each share has a par value of CHF 2.02.

- to amend article 4^{bis} paras. 1 and 4, and article 4^{er} para. 1 of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of the registered shares from CHF 2.50 by CHF 0.48 to CHF 2.02, as per the date of the entry of the capital reduction in the commercial register.

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

The shareholders approve to amend article 13 para.1 of the Articles of Incorporation as follows:

Article 13

Agenda 1 One or more shareholders whose combined shareholdings represent an aggregate par value of at least CHF 808,000 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).

8: General amendments to the Articles of Incorporation

The shareholders approve to amend articles 8 para. 1, 19i), 20, 22 para. 1, and 28 of the Articles of Incorporation according to the following wording:

a) Amendment to Article 8 para. 1 of the Articles of Incorporation

Article 8

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| Dividend Access Fa- cility | 1 | The Company has established a dividend access facility under which shareholders who are resident in Sweden have the option to be registered with VPC as holders of a total of up to 600,004,716 registered shares of the Company, with suspended dividend entitlement. The claim to dividends against the Company on such registered shares shall be suspended as long as such registered shares are registered with VPC. In lieu thereof, on each such registered share, an amount equivalent to the dividend resolved on a registered share of the Company shall be paid in Swedish kronor by ABB Norden Holding AB based on the dividend entitlement on a preference share. |
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b) Amendment to Article 19i) of the Articles of Incorporation

Article 19i)

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| Special Quorum | | The approval of at least two-thirds of the votes represented shall be required for resolutions of the General Meeting of Shareholders with respect to: |
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i) the dissolution of the Company.

c) Amendment to Article 20 of the Articles of Incorporation

Article 20

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| Number of Directors | | The Board of Directors shall consist of no less than 7 and no more than 13 members. |
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d) Amendment to Article 22 para. 1 of the Articles of Incorporation

Article 22

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| Organiza- tion of the Board, Remunera- tion | 1 | The Board of Directors shall elect from among its members one Chairman. It shall appoint a secretary who need not be a member of the Board. |
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e) Amendment to Article 28 of the Articles of Incorporation

Article 28

Term, Powers and Duties 1 The Auditors which shall be elected by the General Meeting of Shareholders each year, shall have the powers and duties vested in them by law.

[2 cancelled]

9. Elections to the Board of Directors

The shareholders re-elect the following persons as members of the Board of Directors for a further period of one year, i.e. until the Annual General Meeting 2009:

- Hubertus von Grünberg
- Roger Agnelli
- Louis R. Hughes
- Hans Ulrich Märki
- Michel de Rosen
- Michael Treschow
- Bernd W. Voss
- Jacob Wallenberg

10. Election of the Auditors

The shareholders elect Ernst & Young AG as auditors for the fiscal year 2008.

This is a translation of the original German version. In case of any discrepancy, the German version shall prevail.

For the minutes:



Diane de Saint Victor

Zurich, May 8, 2008

General Counsel and Secretary to the
Board of Directors