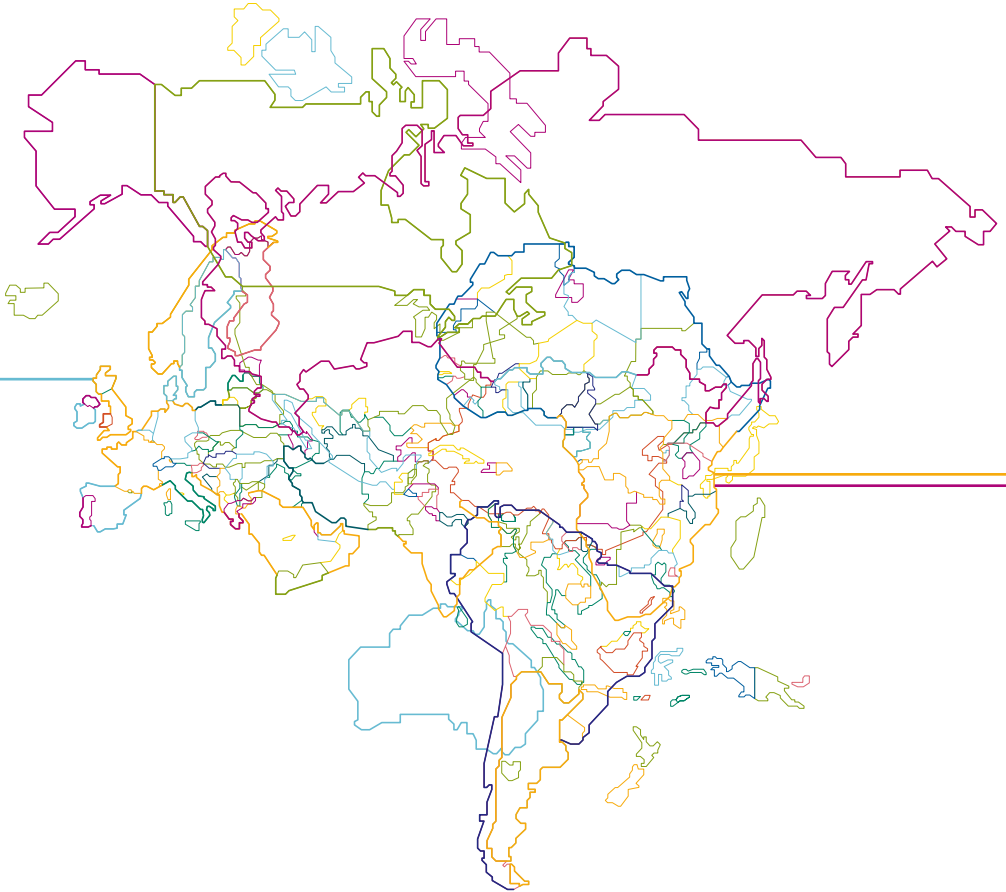


# Invitation

Annual General Meeting  
of shareholders of ABB Ltd, Zurich,  
on Thursday, May 8, 2008, at 10:00 a.m.



**ABB**

The **Annual General Meeting of ABB Ltd will be held on Thursday, May 8, 2008, 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 general meeting for discussion and decision:

### 1. Reporting for fiscal 2007

- Annual report and consolidated financial statements
- Group auditors' report
- Annual financial statements
- Auditors' report

### 2. Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2007

The Board of Directors **proposes** that the annual report, the consolidated financial statements, and the annual financial statements for 2007 be approved.

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

The Board of Directors **proposes** that the members of the Board and the persons entrusted with management be granted discharge for fiscal 2007.

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

Net income for 2007	CHF	1,174,538,560
Carried forward from previous year	CHF	597,724,638
<b>Earnings available to the Annual General Meeting</b>	<b>CHF</b>	<b>1,772,263,198</b>

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

Explanation: Due to the conversion of our convertible bonds during the last few years, our legal reserves have increased substantially. The Board of Directors therefore proposes the release of CHF 2,086,682,937 of legal reserves and the allocation of those released reserves to other reserves. This will enhance our share capital flexibility, including in connection with the current share buyback program. 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. Creation of additional contingent share capital

The Board of Directors **proposes** to create 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 each by amending the first three paragraphs of article 4<sup>bis</sup> of the Articles of Incorporation to read as follows:

### Article 4<sup>bis</sup> 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 article 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.

Explanation: The proposed additional contingent share capital is intended to restore ABB's financial flexibility following the use of contingent capital in connection with ABB's convertible bond issues.

## 6. Capital reduction through nominal value repayment

The Board of Directors **proposes**:

- a) 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;
- 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 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.

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 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

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 ~~1,000,000~~ 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).

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

The Board of Directors **proposes** to amend articles 8 para. 1, 19i), 20, 22 para. 1, and 28 of the Articles of Incorporation according to the following wording (the proposed amendments are in italics):

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

##### Article 8 para. 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 ~~Participation~~ *Norden Holding AB* based on the dividend entitlement on a preference share.

## **b) Amendment to Article 19i) of the Articles of Incorporation**

### **Article 19i)**

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:

. . .

- i) the dissolution of the Company *without liquidation*.

## **c) Amendment to Article 20 of the Articles of Incorporation**

### **Article 20**

The Board of Directors shall consist of no less than 7 and no more than 13 members, *all of whom shall be shareholders*.

## **d) Amendment to Article 22 para. 1 of the Articles of Incorporation**

### **Article 22 para. 1**

The Board of Directors shall elect from among its members one Chairman *and one or more Vice-Chairmen*. It shall appoint a secretary who need not be a member of the Board.

## **e) Amendment to Article 28 of the Articles of Incorporation**

### **Article 28**

- 1 The Auditors *and the Group Auditors, both of* which shall be elected by the General Meeting of Shareholders each year, shall have the powers and duties vested in them by law.

~~2-Special auditors, which shall be elected by the General Meeting of Shareholders each year, shall have the powers and duties vested in them with respect to the special reviews required in connection with capital increases (articles 652f, 653f and 653i Swiss Code of Obligations).~~

Explanation: Except for the change of article 8 para. 1 (reflecting a change in the name of the company) and article 22 para. 1 of the Articles of Incorporation, all changes proposed under this Item 8 reflect recent amendments to the Swiss Code of Obligations. To conform article 20 of the Articles of Incorporation to the current Swiss Code of Obligations, the Board of Directors proposes removing the requirement that a director hold at least one share of ABB Ltd. This proposal does not change ABB's policy that each member of the Board of Directors is required to take 50% or, at his/her election, 100% of his/her compensation in shares of ABB Ltd.

## 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 May 8, 2008.

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

- Hubertus von Grünberg, German
- 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

to the Board of Directors for a further period of one year, until the Annual General Meeting 2009.

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 2008.

# Documentation and attendance procedures

## Documentation

The **annual report** will be available to the shareholders for examination from April 17, 2008, 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 28, 2008**, are entitled to participate in the general meeting. These shareholders will receive their admission cards on request using the reply form enclosed with the invitation. The reply form or a corresponding notification must reach the company not later than **May 2, 2008**. 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 accor-

dance 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's 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 May 6, 2008, 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**.

The **decisions** taken by the general meeting will subsequently be available for inspection from May 23, 2008, at the Company's head office in Zurich-Oerlikon, Switzerland, and will be published on ABB's website **www.abb.com**.

CH-8050 Zurich, April 8, 2008

Yours sincerely

For the Board of Directors of

**ABB Ltd**

**Hubertus von Grünberg, Chairman**

## Notes for participants

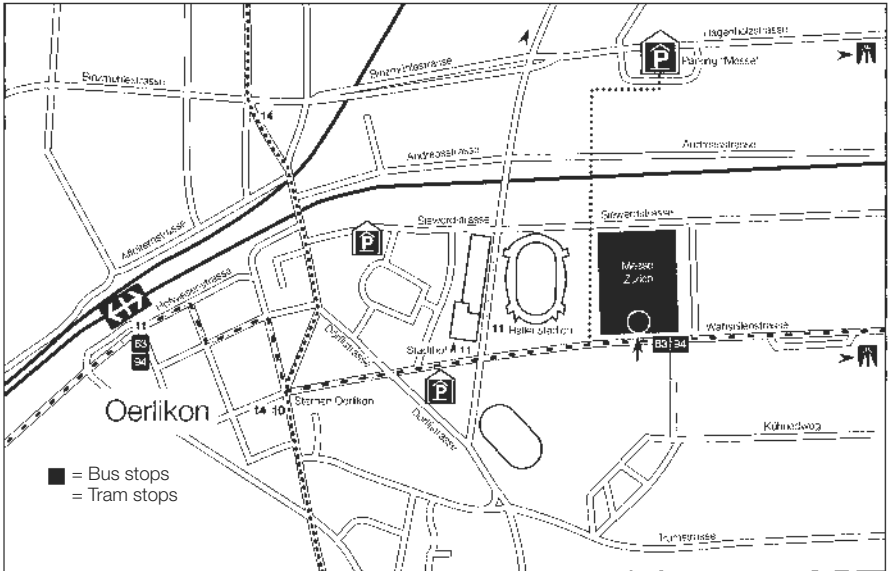
Shareholders are asked to use public transport as there will be limited parking facilities at the meeting location Messe Zurich.

## Public transport

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





**ABB Ltd**

Share Register  
P.O. Box  
CH-8050 Zurich  
Tel: +41 (0)43 317 5708  
Fax: +41 (0)43 317 5710

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

**ABB Ltd**

Investor Relations  
SE-721 83 Västerås  
Sweden  
Tel: +46 (0)21 32 5000  
Fax: +46 (0)21 32 5448