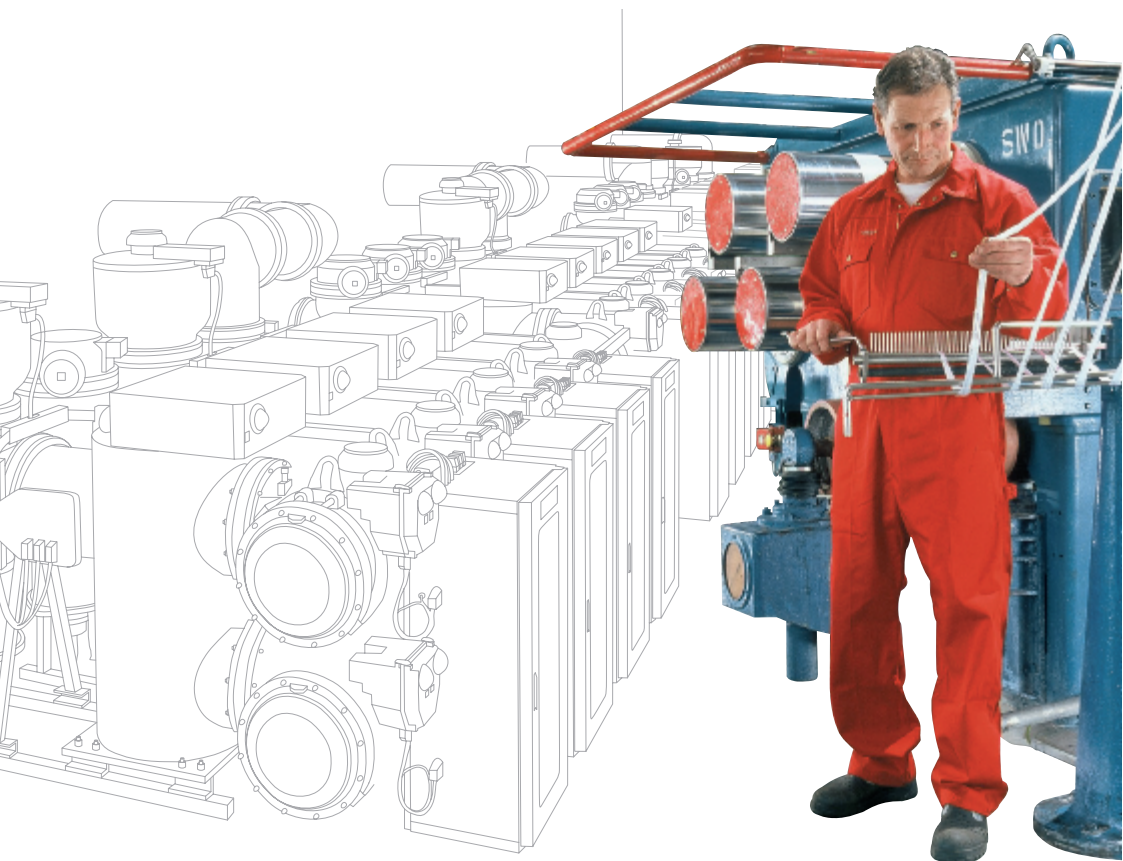


# Invitation

to the Annual General Meeting  
of Shareholders of ABB Ltd,  
Zurich on Thursday, May 4, 2006,  
at 10:00 a.m.



**ABB**

The **Annual General Meeting of ABB Ltd will be held on Thursday, May 4, 2006, 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 **business and proposals** to the General Meeting for discussion and decision:

### 1. Reporting for Fiscal 2005

- 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 2005

The Board of Directors **proposes** that the annual report, the consolidated financial statements, and the annual financial statements for 2005 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 2005.

## 4. Appropriation of available Earnings

Net Income 2005	<b>CHF 60,443,065</b>
Carried forward from previous year	<b>CHF 10,570,584</b>
Release of other reserves	<b>CHF 300,000,000</b>
Profit available to the Annual General Meeting	<b>CHF 371,013,649</b>

The Board of Directors **proposes** to release CHF 300,000,000 of the other reserves to retained earnings and that out of the profit available to the Annual General Meeting a dividend of CHF 0.12 gross per registered share be distributed, payable as of May 9, 2006. Calculated on the total number of shares issued of 2,076,941,497<sup>1</sup>, this corresponds to a maximum total amount of CHF 249,232,980.

In deciding on the appropriation of dividends, 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.

Shareholders who are resident in Sweden participating in the established dividend access facility will receive an amount in Swedish kronor from ABB Participation AB which corresponds to the dividend resolved on a registered share of ABB Ltd without deduction of the Swiss withholding tax. This amount however is subject to taxation according to Swedish law.

The remaining amount of the available earnings is to be carried forward to new account.

<sup>1</sup> Depending on the actual number of shares issued as at the record date.

## 5. 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 4, 2006.

The current members stand for reelection. Accordingly the Board **proposes** the reelection of Messrs

- Roger Agnelli, Brazilian
- Jürgen Dormann, German
- 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 for a further period of one year, i.e. until the General Meeting 2007.

After the General Meeting the Board intends to reelect Mr. Jürgen Dormann as its Chairman.

## 6. Election of the Auditors, Group Auditors and Special Auditors

The Board of Directors **proposes** that Ernst & Young AG be elected as the auditors and Group auditors for fiscal 2006 and that OBT AG be elected as special auditors to fulfill the required tasks in connection with capital increases.

## Documentation and Attendance Procedures

### Documentation

The **annual report**, including the auditors' report and the **proposals of the Board of Directors** will be available to the shareholders for examination from April 13, 2006,

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 24, 2006**, 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 **April 27, 2006**. For technical reasons notifications arriving after that date can no longer be taken into consideration.

### Proxies

If you cannot attend our General Meeting in person, may we ask you to 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's proposals; ABB Ltd as corporate body will represent only shareholders giving proxy in favor of the Board's 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's 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 May 2, 2006, at 2:00 p.m.

## **Translation**

The General Meeting will be held principally in German. It will be simultaneously translated into English, French and Swedish.

## **Transmission**

The General Meeting will be transmitted on the internet in German with simultaneous translation into English, French and Swedish via **[www.abb.com](http://www.abb.com)**.

The **decisions** taken by the General Meeting will subsequently be available for inspection from May 18, 2006 at the company's head office in Zurich-Oerlikon, Switzerland. They will also be available on the internet via **[www.abb.com](http://www.abb.com)**.

CH-8050 Zurich, April 3, 2006

Sincerely yours  
For the Board of Directors of

**ABB Ltd**  
**Jürgen Dormann, Chairman**

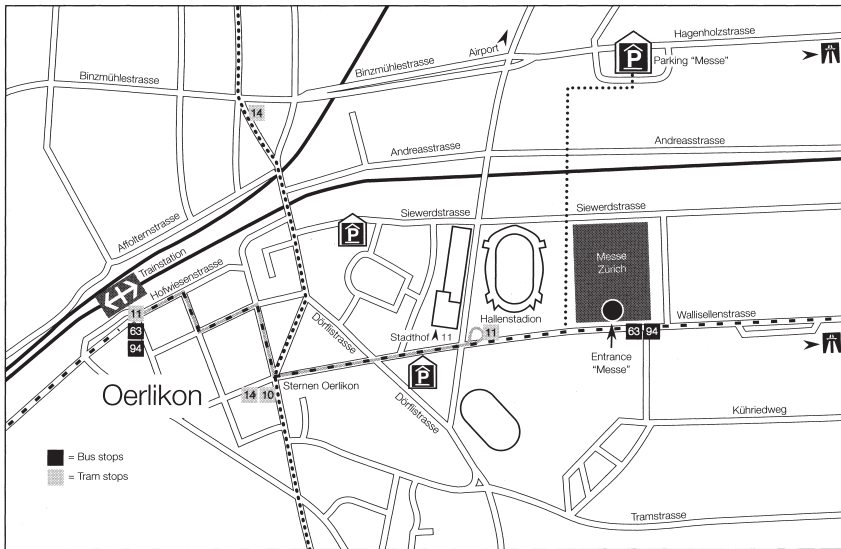
## Notes for Participants

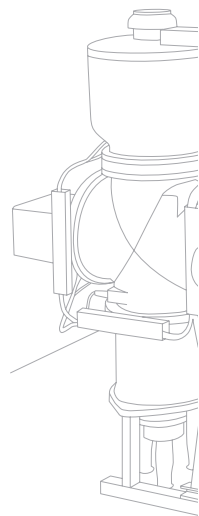
Shareholders are asked to use public transportation as there will be limited parking facilities at the meeting location Messe Zurich.

## Public Transport

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

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





**ABB Ltd**

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