ABB LTD
Form 6-K
April 30, 2015

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of April 2015**

**Commission File Number 001-16429**

# ABB Ltd

(Translation of registrant s name into English)

**P.O. Box 1831, Affolternstrasse 44, CH-8050, Zurich, Switzerland**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F x Form 40-F o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): o

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indication by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): o

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant s home country ), or under the rules of the home country exchange on which the registrant s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes o No x

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

This Form 6-K consists of the following:

1. Press release issued by ABB Ltd dated April 29, 2015.

2. Q1 2015 Financial Information.

3. Announcements regarding transactions in ABB Ltd s Securities made by the directors or the members of the Executive Committee.

4. Agenda and resolutions from the ABB Ltd General Meeting of Shareholders held on April 30, 2015.

5. Press release issued by ABB Ltd dated April 30, 2015.

The information provided by Items 1 and 2 above is deemed filed for all purposes under the Securities Exchange Act of 1934.

# ABB Solid growth in a mixed market

Zurich, Switzerland, April 29, 2015: First-quarter highlights

- 15% order growth1, revenues return to growth at +3%
- Operational EBITA margin2 steady
- Net income up 4%
- Increased cash from operations
- Financials impacted by currency translation due to strong appreciation of US dollar
- Continued progress on Power Systems step change program
- Next Level strategy: Collaboration drives large combined power and automation orders

We delivered a solid first quarter in which we grew net income and increased cash flow, in line with our commitment to drive profitable growth and accelerate sustainable value creation, said CEO Ulrich Spiesshofer.

In a challenging environment, we doubled large orders and kept base orders steady, he said. We grew orders in our three largest countries the US, China and Germany on a like-for-like basis and won key projects due to our combined power and automation offering, reflecting our competitive advantage. We brought revenue back to growth, benefiting from our order backlog and strong focus on growth segments in a difficult market overall.

We continued to make progress in our Power Systems step change program, he said. Mix effects and market challenges, such as oil and gas, weighed on margins in the rest of the group. We have taken decisive actions on cost and productivity to address this as part of our ongoing focus on relentless execution. In total, we delivered a steady operational EBITA margin.

We are seeing the first benefits of our Next Level strategy, giving us confidence that we can take advantage of profitable growth opportunities. We are driving cost out and implementing additional restructuring to address market uncertainties in the quarters ahead Spiesshofer said.

Key Figures

| ($ in millions, unless otherwise indicated) | Q1 2015 | Q1 2014 | Change US$ | Like-for-like2 |
|---|---|---|---|---|
| Orders | 10,404 | 10,358 | 0% | +15% |
| Revenues | 8,555 | 9,471 | -10% | +3% |
| Operational EBITA3 | 949 | 1,039 | -9% | +5% |
| as % of operational revenues2 | 11.1% | 11.0% | +0.1 pts | |
| Net income | 564 | 544 | +4% | |
| Basic earnings per share ($) | 0.25 | 0.24 | | |
| Operational earnings per share2 ($) (constant currency basis) | 0.31 | 0.29 | | |
| Cash flow from operating activities | 53 | (45) | n.a. | |

Like-for-like is local currency change adjusted for acquisitions and divestitures

Outlook summary4

In the short term, macroeconomic and geopolitical developments are signaling a mixed picture with increased uncertainty. Some macroeconomic signs in the US remain positive and growth in China is expected to continue but at a slower pace. The long-term demand outlook in ABB s three major customer sectors utilities, industry, and transport and infrastructure remains positive. Current oil prices and foreign exchange translation effects are expected to continue to influence the company s results.

Q1 2015 Group Results

Market overview

Demand patterns in ABB s three major customer sectors reflected ongoing macro uncertainty and challenges in most markets. Utilities remained cautious in their capital expenditures but continued to make selective investments, such as in power transmission to link grids and integrate renewable power sources. ABB won a major order to connect the Norwegian and German power grids, as well as orders for ultra high voltage direct current (UHVDC) equipment in China and high-voltage cables in Denmark.

Demand from industrial customers varied by sector and region. Industrial demand for power and automation solutions to improve the productivity and efficiency of existing assets remained steady. Low oil prices in the quarter resulted in reduced discretionary spending by oil and gas customers. The need for flexible automation solutions in general industry was a key demand driver in the quarter, especially in the automotive as well as in the food and beverage sectors.

Demand for specialty ships and rail solutions grew in the quarter, mainly driven by the need for higher efficiency and lower environmental impact. Infrastructure and construction markets varied by region and were weaker in China.

Orders

Total orders received in the quarter were up 15 percent on a like-for-like basis (flat in US dollars). The appreciation of the US dollar in Q1 2015 versus the prior year period resulted in a negative translation impact on reported orders of 13 percent; divestitures had an impact of 2 percent.

Base orders (below $15 million) increased in four divisions and were steady overall compared with the first quarter of 2014. Base orders declined in Process Automation, primarily reflecting lower discretionary spending in the oil and gas sector. Large orders (above $15 million) increased more than 100 percent, led by the Power Systems and Process Automation divisions, and represented 23 percent of total orders compared with 12 percent in the same quarter a year ago.

Geographically, orders grew in all three regions Europe, the Americas, and Asia, the Middle East and Africa (AMEA) driven mainly by higher large orders. Lower base orders in Europe and in AMEA were compensated by base order growth in the Americas, mainly in the US and Canada. Base orders were steady in China and Germany in the quarter.

Service orders represented 15 percent of total orders compared with 18 percent a year ago, reflecting the much higher share of large orders received in the first quarter of 2015 compared with the same quarter in 2014.

The order backlog at the end of March 2015 amounted to $25.5 billion, an increase of 10 percent (down 5 percent in US dollars) compared to the end of the same quarter in 2014.

The book-to-bill[2] ratio in the first quarter increased to 1.22x compared with 1.09x in the same quarter a year earlier, and was above 1.0x in all divisions.

Revenues

Revenues grew 3 percent on a like-for-like basis (down 10 percent in US dollars) in the first quarter, mainly reflecting the successful execution of the stronger order backlog in most businesses. The appreciation of the US dollar in Q1 2015 versus the prior year period resulted in a negative translation impact on reported revenues of 10 percent; divestitures had an impact of 3 percent.

Revenues were steady to higher in all divisions except Process Automation, where the lower opening order backlog in the oil and gas and mining businesses resulted in a modest revenue decline.

Total service revenues increased 6 percent (down 7 percent in US dollars) and reached 17 percent of total revenues, up from 16 percent in the same quarter a year earlier.

Operational EBITA

Operational EBITA increased on a like-for-like basis2 compared to the first quarter 2014, mainly due to better performance in Power Systems supported by progress on the step change program. On a US-dollar basis, operational EBITA was down due to currency translation effects of approximately 10 percent and impacts from divestments of approximately 4 percent.

The operational EBITA margin of 11.1 percent remained stable compared to the first quarter of 2014, as improvements in Power Systems were offset by negative business and geographic mix effects in the other divisions. These included reductions in discretionary oil and gas spending and the economic downturn in countries such as Russia.

Net income

Net income for the quarter increased 4 percent to $564 million. Basic earnings per share (EPS) amounted to $0.25 in the first quarter compared to $0.24 in the same quarter a year earlier. Operational EPS2 on a constant currency basis was $0.31 versus $0.29 in the first quarter of 2014, an increase of 5 percent.

Cash flow

ABB reported positive cash flow from operating activities of $53 million in the first quarter compared with a negative cash from operations of $45 million in the same quarter of 2014, partly the result of measures to achieve more evenly distributed cash generation through the year and timing of project cash flows in Power Systems.

Next Level Implementation

In the first quarter, ABB continued to implement the Next Level strategy announced last September aimed at accelerating sustainable value creation from its leading power and automation portfolio. The strategy builds on ABB s three focus areas of profitable growth, relentless execution and business-led collaboration.

Profitable growth

In the first quarter of 2015, ABB continued to drive growth through increased market penetration in targeted geographic and industry segments. For example, ABB grew orders in Japan at a double-digit pace for the fourth consecutive quarter, driven mainly by ABB s best-in-class solar energy offering between panel and grid. ABB also continued to grow its position in the food and beverage sector by offering a combination of robotics and motion control technologies to provide higher productivity and product safety. Combined power and automation offerings have

been key to further large order wins as in Norway with Statoil.

Innovation continued to be a focus for growth and the company introduced a variety of new products, including intelligent transformer sensors, production management software for the cement industry and control products for the power generation and water industries. Earlier this month, ABB commercially launched its Yumi® collaborative dual-arm robot, aimed at the fast-growing computers, consumer electronics and communications (3C) industry and other small parts handling and packaging sectors.

Expansion into new high-growth markets is another driver of profitable growth. ABB announced in March a further expansion into the rapidly growing microgrid sector by partnering globally with Samsung SDI, the leading manufacturer of lithium-ion batteries for electrical energy storage. The partnership will enable accelerated growth in the market by making microgrids a more viable power solution in both emerging and developed economies.

Relentless execution

ABB continues to be successful in relentlessly executing programs improving customer service and cash flow, and reducing costs across the company.

In the first quarter, ABB took additional steps to reduce structural costs. The company entered into long-term IT infrastructure agreements that are expected to reduce its IT-related operational costs significantly over five years.

The company rolled out the new compensation model to more than 60 000 employees in Q1, which links compensation more closely with individual performance parameters aimed at driving the company towards its Next Level targets.

Business-led collaboration

The main objectives of business-led collaboration are to increase focus on the company s markets and customers and to simplify how the organization works together externally and internally. ABB achieved a number of project wins based on its combined power and automation offering which gives it a key competitive advantage. These included marine and rail orders where the capability to deliver integrated and optimized power and automation solutions allows customers to achieve higher overall system efficiency and reduce operating costs and environmental impacts.

Shareholder returns

ABB announced a $4-billion share buyback program in September 2014 in line with the Next Level strategy to accelerate sustained value creation. During the first quarter of 2015, ABB purchased approximately 21.5 million shares under the program with a buyback value of approximately $450 million. Since the program was announced, the company has purchased a total of approximately 54 million shares with a buyback value of approximately $1.2 billion.

Active portfolio development

ABB further strengthened its portfolio in the first quarter with the acquisition of Germany-based Gomtec GmbH, a privately held company that develops robotics and mechatronic systems. The deal positions ABB among the leaders in the fast-growing area of human-robot collaboration.

Outlook

The long-term demand outlook in ABB s three major customer sectors utilities, industry, and transport and infrastructure remains clearly positive. Key drivers are the big shift in the electricity value chain, industrial productivity improvements through the internet of things, services and people and Industry 4.0, as well as rapid urbanization and the need for energy efficiency in transport and infrastructure.

ABB is well positioned to tap these opportunities for long-term profitable growth with its strong market presence, broad geographic and business scope, technology leadership and financial strength.

In the short term, macroeconomic and geopolitical developments are signaling a mixed picture with increased uncertainty. Some macroeconomic signs in the US remain positive and growth in China is expected to continue, although at a slower pace than in 2014. At the same time, the market remains impacted by modest growth in Europe and geopolitical tensions in various parts of the world.

Current oil prices and foreign exchange translation effects are expected to continue to influence the company s results.

Q1 Divisional Performance

| ($ in millions, unless otherwise indicated) | Orders | Change US$ | Change Like-for-like | Revenues | Change US$ | Change Like-for-like | Operational EBITA % | Change | Cash from operations | Change |
|---|---|---|---|---|---|---|---|---|---|---|
| Discrete Automation & Motion | 2,569 | -9% | -1% | 2,271 | -5% | +4% | 14.2% | -0.6 pts | 223 | (71) |
| Low Voltage Products | 1,703 | -14% | +2% | 1,555 | -17% | -1% | 15.6% | -0.3 pts | (10) | +17 |
| Process Automation | 1,921 | -4% | +16% | 1,579 | -19% | -4% | 12.2% | -0.4 pts | 64 | (31) |
| Power Products | 2,656 | -3% | +7% | 2,275 | -5% | +4% | 11.2% | -1.5 pts | 80 | +21 |
| Power Systems | 2,394 | +61% | +90% | 1,472 | -8% | +4% | 2.2% | +5.5 pts | (147) | +156 |
| Corporate & other (incl inter-division elimination) | (839) | | | (597) | | | | | (157) | +6 |
| ABB Group | 10,404 | 0% | +15% | 8,555 | -10% | +3% | 11.1% | +0.1 pts | 53 | +98 |

Discrete Automation and Motion:

Base orders increased in the quarter, led by robotics. Large orders were lower than in Q1 2014 mainly due to the $200 million Swedish rail order in 2014, thus resulting in a flat overall order development. Orders were higher in AMEA driven in large part by robotics orders in China and in the Americas. Revenues increased on execution of the stronger order backlog, mainly in deliveries to the rail transportation sector and robotics. The operational EBITA margin declined, reflecting a lower share of higher-margin standard products in total revenues compared with the same quarter a year ago.

Low Voltage Products:

Orders were steady to higher in all regions in the quarter. Orders were supported by successful initiatives to increase cross-selling of ABB and Thomas & Betts products. Construction-driven orders were down in the quarter. Revenues were flat in the quarter. The operational EBITA margin mainly reflects the revenue development and challenges in Russia.

Process Automation:

Orders increased significantly as the result of large orders from the offshore oil and gas and marine sectors. Base orders were lower, in large part due to reduced discretionary spending by oil and gas customers in response to current oil prices. Continued demand in specialty ships supported orders in the marine business, while mining and metals remained at low levels. Revenues declined, as the result of the reduced discretionary spending of oil and gas customers and the timing of order backlog execution in the marine business. Operational EBITA and the related margin declined compared to the same quarter a year earlier principally as the result of lower revenues.

Power Products:

Both large and base orders increased, led primarily by selective power transmission investments and supported by industrial demand. Revenues grew in all businesses on the execution of the order backlog. The operational EBITA margin decline largely reflects the ramp-up costs associated with the strategic production footprint alignment towards key markets, such as Saudi Arabia and India. Lower volumes in Russia also weighed on divisional results.

Power Systems:

Total orders almost doubled, led by a strong increase in large orders in areas such as high-voltage direct current (HVDC) transmission links, cable systems and power plant automation under the new business model. The revenue growth was mainly driven by execution of the order backlog. Operational EBITA and the related margin increased, reflecting ongoing step change measures and continued cost savings to return the division to higher and more consistent profitability.

More information

The 2015 Q1 results press release and presentation slides are available on the ABB News Center at www.abb.com/news and on the Investor Relations homepage at www.abb.com/investorrelations.

ABB will host a conference call for the media starting at 10:00 a.m. Central European Time (CET) (9:00 a.m. GMT, 4:00 a.m. EST). The event will be accessible by conference call. U.K. callers should dial +44 203 059 58 62. From Sweden, the number is +46 85 051 00 31, and from the rest of Europe, +41 58 310 50 00. Callers from the US and Canada should +1 866 291 41 66 (toll-free) or +1 631 570 56 13 (local tariff). Lines will be open 15 minutes before the start of the conference. Audio playback of the call will be available one hour after the call and available for 24 hours: Playback numbers: +44 207 108 6233 (U.K.), +41 91 612 4330 (rest of Europe) or +1 631 982 4566 (U.S./Canada). The code is 12575, followed by the # key.

A conference call for analysts and investors is scheduled to begin today at 3:00 p.m. CET (2:00 p.m. GMT, 9:00 a.m. EST). Callers should dial +1 866 291 41 66 from the US/Canada (toll-free), +1 631 570 5613 (US/Canada local tariff), +44 203 059 58 62 from the U.K., +46 8 5051 00 31 from Sweden or +41 58 310 50 00 from the rest of the world. Callers are requested to phone in 10 minutes before the start of the call. The call will also be accessible on the ABB website and a recorded session will be available as a podcast one hour after the end of the conference call and can be downloaded from our website.

Investor calendar 2015

| | |
|---|---|
| First-quarter 2015 results | April 29, 2015 |
| Annual General Meeting (Zurich, Switzerland) | April 30, 2015 |
| Annual Information Meeting (Västerås, Sweden) | May 4, 2015 |
| Second-quarter 2015 results | July 23, 2015 |
| Third-quarter 2015 results | October 21, 2015 |

ABB (www.abb.com) is a leader in power and automation technologies that enable utility, industry, and transport and infrastructure customers to improve their performance while lowering environmental impact. The ABB Group of companies operates in roughly 100 countries and employs about 140,000 people.

Important notice about forward-looking information

This press release includes forward-looking information and statements as well as other statements concerning the outlook for our business, including those in the Next Level strategy, Outlook summary and Outlook sections of this release. These statements are based on current expectations, estimates and projections about the factors that may affect our future performance, including global economic conditions, the economic conditions of the regions and industries that are major markets for ABB Ltd. These expectations, estimates and projections are generally identifiable by statements containing words such as expects, believes, estimates, targets, plans , is likely or similar expressions. However, there are many risks and uncertainties, many of which are beyond our control, that could cause our actual results to differ materially from the forward-looking information and statements made in this press release and which could affect our ability to achieve any or all of our stated targets. The important factors that could cause such differences include, among others, business risks associated with the volatile global

economic environment and political conditions, costs associated with compliance activities, raw materials availability and prices, market acceptance of new products and services, changes in governmental regulations and currency exchange rates and such other factors as may be discussed from time to time in ABB Ltd s filings with the U.S. Securities and Exchange Commission, including its Annual Reports on Form 20-F. Although ABB Ltd believes that its expectations reflected in any such forward-looking statement are based upon reasonable assumptions, it can give no assurance that those expectations will be achieved.

Zurich, April 29, 2015

Ulrich Spiesshofer, CEO

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1 Growth rates for orders and revenues are discussed on a like-for-like basis. US$ growth rates are presented in the Key Figures table. Refer to Supplemental Reconciliations and Definitions in the attached Q1 2015 Financial Information for explanations and reconciliations of non-GAAP measures.

2 For a reconciliation of non-GAAP measures, see Supplemental Reconciliations and Definitions in the attached Q1 2015 Financial Information.

3 For a reconciliation of Operational EBITA to Income from continuing operations before taxes see Note 11 to the Interim Consolidated Financial Information (unaudited).

4 Please refer to page 4 of this release for the Company s complete outlook.

**January March 2015 Q1**

ABB Ltd announces that the following members of the **Executive Committee** or **Board of Directors** of ABB have purchased, sold or been granted ABB s registered shares, call options and warrant appreciation rights ( WARs ), in the following amounts:

| Name | Date | Description | Granted * | Purchased | Sold | Price | |
|---|---|---|---|---|---|---|---|
| Pekka Tiitinen | 12.2.2015 | Shares | | 1000 | | CHF | 19.49 |
| Pekka Tittinen | 12.2.2015 | Shares | | 1000 | | CHF | 19.55 |
| Pekka Tiitinen | 26.2.2015 | Call Options | | | 201,250 | CHF | 0.11 |

**ABB Ltd**

**TRAKTANDEN UND BESCHLÜSSE**

*AGENDA AND RESOLUTIONS*

**der ordentlichen Generalversammlung der Aktionärinnen und Aktionäre**

*from the Annual General Meeting of Shareholders*

**vom 30. April 2015, 10.00 Uhr**

*held on April 30, 2015, 10:00 a.m.*

**in der Messe Zürich-Halle , Zürich-Oerlikon / CH**

*in the Messe Zurich hall , Zurich-Oerlikon / CH*

**1 Genehmigung des Jahresberichts, der Konzernrechnung und der Jahresrechnung 2014**

*1 Approval of the annual report, the consolidated financial statements, and the annual financial statements for 2014*

Die Generalversammlung genehmigt den Jahresbericht, die Konzernrechnung und die Jahresrechnung 2014.

*The Annual General Meeting approves the annual report, the consolidated financial statements, and the annual financial statements for 2014.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 304 848 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 652 425 | |
| 99.57 % | Ja / Yes | 1 204 157 110 | Stimmen / votes |
| 0.05 % | Nein / No | 556 186 | Stimmen / votes |

| | | | |
|---|---|---|---|
| 0.38 % | Enthaltung / *Abstention* | 4 591 552 | Stimmen / votes |

ABB Ltd, Annual General Meeting 2015 / short minutes

**2 Konsultativabstimmung über den Vergütungsbericht 2014**

*2 Consultative vote on the 2014 remuneration report*

Die Generalversammlung stimmt dem Vergütungsbericht 2014 (gemäss Seiten 43-74 des Geschäftsberichts) zu (unverbindliche Konsultativabstimmung).

*The Annual General Meeting accepts the remuneration report 2014 (as per pages 43-74 of the annual report) (non-binding consultative vote).*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 197 110 320 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 598 555 161 | |
| 82.65 % | Ja / Yes | 989 376 138 | Stimmen / votes |
| 12.69 % | Nein / No | 151 923 647 | Stimmen / votes |
| 4.66 % | Enthaltung / *Abstention* | 55 810 535 | Stimmen / votes |

**3. Entlastung des Verwaltungsrates und der mit der Geschäftsführung betrauten Personen**

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

Die Generalversammlung erteilt den Mitgliedern des Verwaltungsrates und den mit der Geschäftsführung betrauten Personen Entlastung für das Geschäftsjahr 2014.

*The Annual General Meeting discharges the members of the Board of Directors and the persons entrusted with management for fiscal year 2014.*

| | |
|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | 1 191 210 890 |
| Absolutes Mehr:<br>*Absolute majority:* | 595 605 446 |

| | | | |
|---|---|---|---|
| 98.34 % | Ja / Yes | 1 171 425 289 | Stimmen / votes |
| 0.61 % | Nein / No | 7 279 873 | Stimmen / votes |
| 1.05 % | Enthaltung / *Abstention* | 12 505 728 | Stimmen / votes |

2

**4.1 Verwendung des Bilanzgewinns und Ausschüttung von Kapitaleinlagereserven**

*4.1 Appropriation of available earnings and distribution of capital contribution reserve*

Die Generalversammlung stimmt dem Antrag des Verwaltungsrates zu,

*The Annual General Meeting approves the proposal of the Board of Directors*

a) den Bilanzgewinn 2014 von CHF 5 647 858 651 auf neue Rechnung vorzutragen;

*to carry forward the available earnings for 2014 in the amount of CHF 5 647 858 651;*

b) Kapitaleinlagereserven im Betrag von CHF 0.55 je Aktie in andere Reserven umzuwandeln und eine Dividende für das Rechnungsjahr 2014 von CHF 0.55 je Aktie auszuschütten.

*to convert capital contribution reserve to other reserves in the amount of CHF 0.55 per share and subsequently distribute a dividend for the fiscal year 2014 of CHF 0.55 per share.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 185 504 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 592 753 | |
| 99.55 % | Ja / Yes | 1 203 756 049 | Stimmen / votes |
| 0.10 % | Nein / No | 1 232 076 | Stimmen / votes |
| 0.35 % | Enthaltung / *Abstention* | 4 197 379 | Stimmen / votes |

**4.2. Kapitalherabsetzung durch Nennwertrückzahlung**

*4.2. Capital reduction through nominal value repayment*

Die Generalversammlung genehmigt gemäss dem Antrag des Verwaltungsrates

*The Annual General Meeting approves the proposal of the Board of Directors*

a) die Herabsetzung des Aktienkapitals von CHF 2 384 185 561.92 um CHF 393 506 354.88 auf CHF 1 990 679 207.04 durch Reduktion des Nennwerts jeder Namenaktie von CHF 1.03 um CHF 0.17 auf CHF 0.86 und die Verwendung des Herabsetzungsbetrages zur Auszahlung an die Aktionäre;

*a) to reduce the share capital of CHF 2,384,185,561.92 by CHF* 393,*506*,354.88 *to CHF 1,990,679,207.04 by way of reducing the nominal value of each registered share from CHF 1.03 by CHF 0.17 to CHF 0.86 and to use the nominal value reduction amount for repayment to the shareholders;*

b) als Ergebnis des Prüfungsberichts festzustellen, dass die Forderungen der Gläubiger trotz Herabsetzung des Aktienkapitals voll gedeckt sind;

*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) die Änderung von Artikel 4 Abs. 1 der Statuten auf den Zeitpunkt des Eintrags der Kapitalherabsetzung in das Handelsregister auf folgenden Wortlaut (Änderungen sind unterstrichen dargestellt):

*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 underlined):*

| **Artikel 4 Abs. 1** | **Article 4 para. 1** |
|---|---|
| Das Aktienkapital der Gesellschaft beträgt CHF 1 990 679 207.04, eingeteilt in 2 314 743 264 voll liberierte Namenaktien. Jede Aktie hat einen Nennwert von CHF 0.86. | The share capital of the Company is CHF 1,990,679,207.04 and is divided into 2,314,743,264 fully paid registered shares. Each share has a par value of CHF 0.86. |

d) die Änderung von Artikel 4bis Abs. 1 (1. Satz) und 4 (1. Satz) sowie, falls Traktandum 6 gutgeheissen wird, Artikel 4ter Abs. 1 (1. Satz) der Statuten auf den Zeitpunkt des Eintrags der Kapitalherabsetzung in das Handelsregister, um die Reduktion des Nennwerts jeder Namenaktie von CHF 1.03 um CHF 0.17 auf CHF 0.86 entsprechend wiederzugeben.

*d) to amend article 4bis paras. 1 (1st sentence) and 4 (1st sentence), and article 4ter para. 1 (1st sentence) of the Articles of Incorporation, correspondingly reflecting the reduced nominal value of each registered share from CHF 1.03 by CHF 0.17 to CHF 0.86, as per the date of the entry of the capital reduction in the commercial register.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 171 744 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 585 873 | |
| 99.39 % | Ja / Yes | 1 201 737 684 | Stimmen / votes |
| 0.22 % | Nein / No | 2 733 689 | Stimmen / votes |
| 0.39 % | Enthaltung / *Abstention* | 4 700 371 | Stimmen / votes |

**5. Änderung der Statuten im Zusammenhang mit der Kapitalherabsetzung**

*5. Amendment to the Articles of Incorporation related to the capital reduction*

Die Generalversammlung genehmigt gemäss dem Antrag des Verwaltungsrates

*The Annual General Meeting approves the proposal of the Board of Directors*

Artikel 13 Abs. 1 der Statuten in folgenden Wortlaut zu ändern (die beantragte Änderung ist unterstrichen dargestellt):

*to amend article 13 para.1 of the Articles of Incorporation as follows (the proposed amendment is underlined):*

**Artikel 13 Abs. 1**

Aktionäre, die Aktien im Nennwert von CHF 344_000 oder mehr vertreten, können die Traktandierung eines Verhandlungsgegenstandes verlangen. Die Traktandierung muss mindestens vierzig Tage vor der Versammlung schriftlich unter Angabe des Verhandlungsgegenstandes und der Anträge des Aktionärs oder der Aktionäre anbegehrt werden.

**Article 13 para. 1**

One or more shareholders whose combined shareholdings represent an aggregate par value of at least CHF 344,000 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).

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 177 544 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 588 773 | |
| 99.35 % | Ja / Yes | 1 201 263 487 | Stimmen / votes |
| 0.22 % | Nein / No | 2 731 522 | Stimmen / votes |
| 0.43 % | Enthaltung / *Abstention* | 5 182 535 | Stimmen / votes |

**6. Erneuerung von genehmigtem Aktienkapital**

*6. Renewal of authorized share capital*

Die Generalversammlung stimmt dem Antrag des Verwaltungsrats zu,

*The Annual General Meeting approves the proposal of the Board of Directors*

das genehmigte Aktienkapital im Betrag von höchstens CHF 206 000 000* zu erneuern, welches die Ausgabe von höchstens 200 000 000 ABB Ltd Aktien im Nennwert von je CHF 1.03* bis spätestens 29. April 2017 ermöglicht, durch Änderung der Statuten durch einen neuen Artikel 4ter mit folgendem Wortlaut:

*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, 2017, by amending the Articles of Incorporation with a new article 4ter with the following wording:*

**Artikel 4ter Genehmigtes Aktienkapital**

1 Der Verwaltungsrat ist ermächtigt, jederzeit bis zum 29. April 2017 das Aktienkapital im Maximalbetrag von CHF 206 000 000* durch Ausgabe von höchstens 200 000 000 voll zu liberierenden Namenaktien mit einem Nennwert von je CHF 1.03* zu erhöhen. Erhöhungen in Teilbeträgen sind gestattet.

2 Zeichnung und Erwerb der neuen Aktien sowie jede nachfolgende Übertragung der Aktien unterliegen den Beschränkungen von Art. 5 dieser Statuten.

**Article 4ter - 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, 2017. Increases in partial amounts shall be permitted.

2 The subscription and acquisition of the new shares, as well as each subsequent transfer of the shares, shall be subject to the restrictions of art. 5 of these Articles of Incorporation.

3 Der Verwaltungsrat legt den Zeitpunkt der Ausgabe der neuen Aktien, deren Ausgabebetrag, die Art der Einlagen, die Bedingungen der Bezugsrechtsausübung und den Beginn der Dividendenberechtigung fest. Dabei kann der Verwaltungsrat neue Aktien mittels Festübernahme durch eine Bank, ein Bankenkonsortium oder einen Dritten mit anschliessendem Angebot an die Aktionäre ausgeben. Nicht ausgeübte Bezugsrechte kann der Verwaltungsrat verfallen lassen, oder er kann diese bzw. Aktien, für welche Bezugsrechte eingeräumt, aber nicht ausgeübt werden, zu Marktkonditionen platzieren oder anderweitig im Interesse der Gesellschaft verwenden.

3 The Board of Directors shall determine the date of issue of new shares, the issue price, the type of payment, the conditions for the exercise of pre-emptive rights, and the beginning date for dividend entitlement. In this regard, the Board of Directors may issue new shares by means of a firm underwriting through a banking institution, a syndicate or another third party with a subsequent offer of these shares to the shareholders. The Board of Directors may permit pre-emptive rights that have not been exercised to expire or it may place these rights and/or shares to which pre-emptive rights have been granted but not exercised, at market conditions or use them for other purposes in the interest of the Company.

4 Der Verwaltungsrat ist ferner ermächtigt, das Bezugsrecht der Aktionäre zu beschränken oder aufzuheben und Dritten zuzuweisen im Falle der Verwendung der Aktien:

4 The Board of Directors is further authorized to restrict or deny the pre-emptive rights of shareholders and allocate such rights to third parties if the shares are to be used:

a) für die Übernahme von Unternehmen, Unternehmensteilen oder Beteiligungen oder für neue Investitionsvorhaben oder im Falle einer Aktienplatzierung für die Finanzierung oder

a) for the acquisition of an enterprise, parts of an enterprise, or participations, or for new investments, or, in case of a share placement, for the financing or refinancing of

Refinanzierung solcher Transaktionen; oder

such transactions; or

b) zum Zwecke der Erweiterung des Aktionärskreises im Zusammenhang mit der Kotierung der Aktien an inländischen oder an ausländischen Börsen.

b) for the purpose of broadening the shareholder constituency in connection with a listing of shares on domestic or foreign stock exchanges.

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*Der Gesamtnennwert und der Nominalwert der Aktien werden mit Zeitpunkt des Eintrags der Kapitalherabsetzung im Handelsregister entsprechend angepasst.

** The aggregate nominal value and the nominal value per share will be adjusted accordingly once the approved share capital reduction is entered into the commercial register.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 098 698 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 806 065 799 | |
| 96.70 % | Ja / Yes | 1 169 198 577 | Stimmen / votes |
| 2.85 % | Nein / No | 34 430 691 | Stimmen / votes |
| 0.45 % | Enthaltung / *Abstention* | 5 469 430 | Stimmen / votes |

Die erforderliche Mehrheit von zwei Dritteln der vertretenen Aktienstimmen und auch die absolute Mehrheit der vertretenen Aktiennennwerte wurden erreicht.

*The necessary two thirds majority of the represented voting rights have been achieved.*

**7.1. Bindende Abstimmung über die Gesamtvergütung der Mitglieder des Verwaltungsrats für die kommende Amtsdauer, d.h. von der ordentlichen Generalversammlung 2015 bis zur ordentlichen Generalversammlung 2016**

*7.1 Binding vote on the total compensation of the members of the Board of Directors for the next term of office, i.e. from the 2015 Annual General Meeting to the 2016 Annual General Meeting*

Die Generalversammlung genehmigt gemäss dem Antrag des Verwaltungsrates

*The Annual General Meeting approves the proposal of the Board of Directors*

den maximalen Gesamtbetrag der Vergütung des Verwaltungsrates für die Zeitspanne von der ordentlichen Generalversammlung 2015 bis zur ordentlichen Generalversammlung 2016 im Betrag von CHF 4 200 000.

*the total maximum amount of compensation for the members of the Board of Directors covering the period from the 2015 Annual General Meeting to the 2016 Annual General Meeting in the amount of CHF 4,200,000.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 083 702 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 541 852 | |
| 98.12 % | Ja / Yes | 1 186 345 262 | Stimmen / votes |
| 1.28 % | Nein / No | 15 532 701 | Stimmen / votes |
| 0.60 % | Enthaltung / *Abstention* | 7 205 739 | Stimmen / votes |

**7.2. Bindende Abstimmung über die Gesamtvergütung der Mitglieder der Geschäftsleitung für das folgende Geschäftsjahr, d.h. 2016**

*7.2. Binding vote on the total compensation of the members of the Executive Committee for the following financial year, i.e. 2016*

Die Generalversammlung genehmigt gemäss dem Antrag des Verwaltungsrates

*The Annual General Meeting approves the proposal of the Board of Directors*

den maximalen Gesamtbetrag der Vergütung der Mitgliedern der Geschäftsleitung für das Geschäftsjahr 2016 im Betrag von CHF 52 000 000.

*the maximum aggregate amount of compensation of the Executive Committee for the financial year 2016 in the amount of CHF 52,000,000.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 209 055 545 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 527 773 | |
| 94.21 % | Ja / Yes | 1 138 997 202 | Stimmen / votes |
| 5.18 % | Nein / No | 62 635 975 | Stimmen / votes |
| 0.61 % | Enthaltung / *Abstention* | 7 422 368 | Stimmen / votes |

**8. Wahlen in den Verwaltungsrat und Wahl des Präsidenten des Verwaltungsrates**

*8. Elections to the Board of Directors and election of the Chairman of the Board of Directors*

Die Generalversammlung wählt gemäss Antrag des Verwaltungsrats folgende Mitglieder in den Verwaltungsrat für eine Amtsdauer von einem Jahr, d.h. bis zur ordentlichen Generalversammlung 2016:

*The Annual General Meeting elects, as proposed by the Board of Directors, the following persons to the Board of Directors for a period of one year, i.e. until the Annual General Meeting 2016:*

- **Roger Agnelli, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 207 748 412 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 603 874 207 | |
| 75.75 % | Ja / Yes | 914 827 992 | Stimmen / votes |
| 23.84 % | Nein / No | 287 912 006 | Stimmen / votes |
| 0.41 % | Enthaltung / *Abstention* | 5 008 414 | Stimmen / votes |

- **Matti Alahuhta, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 206 271 593 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 603 135 797 | |
| 99.15 % | Ja / Yes | 1 196 035 445 | Stimmen / votes |
| 0.36 % | Nein / No | 4 380 210 | Stimmen / votes |
| 0.49 % | Enthaltung / *Abstention* | 5 855 938 | Stimmen / votes |

- **David Constable, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 206 883 851 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 603 441 926 | |
| 99.13 % | Ja / Yes | 1 196 342 331 | Stimmen / votes |
| 0.41 % | Nein / No | 5 005 106 | Stimmen / votes |
| 0.46 % | Enthaltung / *Abstention* | 5 536 414 | Stimmen / votes |

- **Louis R. Hughes, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 206 941 793 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 603 470 897 | |
| 76.18 % | Ja / Yes | 919 424 801 | Stimmen / votes |
| 23.40 % | Nein / No | 282 465 575 | Stimmen / votes |
| 0.42 % | Enthaltung / *Abstention* | 5 051 417 | Stimmen / votes |

- **Michel de Rosen, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 951 755 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 475 878 | |
| 97.72 % | Ja / Yes | 1 181 306 477 | Stimmen / votes |
| 1.85 % | Nein / No | 22 406 400 | Stimmen / votes |
| 0.43 % | Enthaltung / *Abstention* | 5 238 878 | Stimmen / votes |

- **Jacob Wallenberg, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 952 044 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 476 023 | |
| 78.32 % | Ja / Yes | 946 764 375 | Stimmen / votes |
| 21.21 % | Nein / No | 256 472 807 | Stimmen / votes |
| 0.47 % | Enthaltung / *Abstention* | 5 714 862 | Stimmen / votes |

- **Ying Yeh, als Mitglied / as Director**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 939 325 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 469 663 | |
| 99.16 % | Ja / Yes | 1 198 767 988 | Stimmen / votes |
| 0.43 % | Nein / No | 5 150 349 | Stimmen / votes |
| 0.41 % | Enthaltung / *Abstention* | 5 020 988 | Stimmen / votes |

- **Peter Voser, als Mitglied und Präsident / as Director and Chairman**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 947 685 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 473 843 | |
| 99.31 % | Ja / Yes | 1 200 533 143 | Stimmen / votes |
| 0.29 % | Nein / No | 3 561 456 | Stimmen / votes |
| 0.40 % | Enthaltung / *Abstention* | 4 853 086 | Stimmen / votes |

**9. Wahlen in den Vergütungsausschuss**

*9. Elections to the Compensation Committee*

Die Generalversammlung wählt gemäss Antrag des Verwaltungsrats folgende Mitglieder des Verwaltungsrats in den Vergütungsausschuss für eine Amtsdauer von einem Jahr, d.h. bis zur ordentlichen Generalversammlung 2016:

*The Annual General Meeting elects, as proposed by the Board of Directors, the following persons to the Compensation Committee for a period of one year, i.e. until the Annual General Meeting 2016:*

- **David Constable**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 723 995 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 361 998 | |
| 99.05 % | Ja / Yes | 1 197 262 455 | Stimmen / votes |
| 0.42 % | Nein / No | 5 029 776 | Stimmen / votes |
| 0.53 % | Enthaltung / *Abstention* | 6 431 764 | Stimmen / votes |

- **Michel de Rosen**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 622 767 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 311 348 | |
| 97.78 % | Ja / Yes | 1 181 734 084 | Stimmen / votes |
| 1.72 % | Nein / No | 20 788 066 | Stimmen / votes |
| 0.50 % | Enthaltung / *Abstention* | 6 100 617 | Stimmen / votes |

- **Ying Yeh**

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 611 444 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 305 723 | |
| 98.92 % | Ja / Yes | 1 195 474 024 | Stimmen / votes |
| 0.58 % | Nein / No | 7 040 551 | Stimmen / votes |
| 0.50 % | Enthaltung / *Abstention* | 6 096 869 | Stimmen / votes |

**10. Wiederwahl des unabhängigen Stimmrechtsvertreters**

*10. Re-election of the Independent Proxy*

Die Generalversammlung wählt gemäss Antrag des Verwaltungsrats für eine Amtsdauer von einem Jahr, d.h. bis zur ordentlichen Generalversammlung 2016:

*The Annual General Meeting elects, as proposed by the Board of Directors for a period of one year, i.e. until the Annual General Meeting 2016:*

- **Dr. Hans Zehnder, Bahnhofplatz 1, 5401 Baden, Switzerland,**

als unabhängigen Stimmrechtsvertreter.

*as independent proxy.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 438 128 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 219 065 | |
| 99.62 % | Ja / Yes | 1 203 836 710 | Stimmen / votes |
| 0.03 % | Nein / No | 404 096 | Stimmen / votes |

| | | | |
|---|---|---|---|
| 0.35 % | Enthaltung / *Abstention* | 4 197 322 | Stimmen / votes |

**11. Wiederwahl der Revisionsstelle**

*11. Re-election of the auditors*

Die Generalversammlung wählt gemäss Antrag des Verwaltungsrats die Ernst & Young AG als Revisionsstelle für das Geschäftsjahr 2015 wieder.

*The Annual General Meeting re-elects, as proposed by the Board of Directors, Ernst & Young AG as the auditors for fiscal year 2015.*

| | | | |
|---|---|---|---|
| Vertretene Stimmen:<br>*Votes represented:* | | 1 208 375 562 | |
| Absolutes Mehr:<br>*Absolute majority:* | | 604 187 782 | |
| 98.50 % | Ja / Yes | 1 190 236 387 | Stimmen / votes |
| 1.08 % | Nein / No | 12 995 043 | Stimmen / votes |
| 0.42 % | Enthaltung / *Abstention* | 5 144 132 | Stimmen / votes |

Für das Protokoll:
*For the minutes:*

Zürich, 30. April 2015

Diane de Saint Victor

Leiterin Konzern-Rechtsabteilung und Sekretärin des Verwaltungsrats

*General Counsel and Secretary to the Board of Directors*

# ABB shareholders approve all Board proposals

## Zurich, Switzerland, April 30, 2015: ABB shareholders today approved all proposals submitted by the Board of Directors to the annual general meeting in Zurich.

- § Peter Voser elected as Chairman of the Board
- § David Constable elected as new member of the Board
- § Re-election of Board Members who stood for re-election
- § Election of David Constable, Michel de Rosen, Ying Yeh to the Compensation Committee
- § Sixth consecutive dividend increase approved
- § All compensation-related proposals approved with more than 80 percent

The shareholders elected Peter Voser as Chairman of the Board of Directors, and David Constable as a new member of the Board. Jacob Wallenberg, Roger Agnelli, Matti Alahuhta, Louis R. Hughes, Michel de Rosen and Ying Yeh were re-elected for another term. The shareholders also voted for the proposed compensation committee members.

The shareholders supported a sixth consecutive dividend increase to CHF 0.72 per share, up from CHF 0.70 last year. They also approved the annual report, the consolidated financial statements and the annual financial statements for 2014.

For the first time, shareholders had a binding vote on the maximum aggregate compensation of the Board of Directors for the next term of office and of the Executive Committee for the following financial year, in line with the amendments to the articles of incorporation adopted last year. The shareholders approved the proposed amounts. Also approved was the compensation report in a non-binding vote.

A total of 894 shareholders attended the annual general meeting and 70.9 percent of the total votable share capital was represented.

The final results will be published on our website by Mai 1, 2015.

ABB (www.abb.com) is a leader in power and automation technologies that enable utility, industry, and transport and infrastructure customers to improve their performance while lowering environmental impact. The ABB Group of companies operates in roughly 100 countries and employs about 140,000 people.

For more information please contact:


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| media.relations@ch.abb.com | | |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**ABB LTD**

Date: April 30, 2015

| | |
|---|---|
| By: | /s/ Alanna Abrahamson - Haka |
| Name: | Alanna Abrahamson - Haka |
| Title: | Group Senior Vice President and Head of Investor Relations |
| By: | /s/ Richard A. Brown |
| Name: | Richard A. Brown |
| Title: | Group Senior Vice President and Chief Counsel Corporate & Finance |