

**AUTOMOTIVE COMPONENTS EUROPE SA**  
**Société Anonyme**  
**Registered office: 82 route d’Arlon, L-1150 Luxembourg**  
**R.C.S. Luxembourg B118130**

(the “Company”)

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**NOTICE OF THE ANNUAL GENERAL MEETING  
OF SHAREHOLDERS TO BE HELD ON JUNE 17, 2008 AT THE  
REGISTERED OFFICE OF THE COMPANY AT 12PM CET**

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The annual general meeting of shareholders of the Company will be held at the registered office of the Company, 82, route d’Arlon, L-1150 Luxembourg, Grand-Duchy of Luxembourg, on June 17, 2008 at 12pm Central European time (“CET”) (the “**Meeting**”) for the purpose of considering and voting upon the following agenda:

**AGENDA**

1. Opening;
2. Election of the chairman of the Meeting;
3. Election of the scrutineer(s) of the Meeting;
4. Approval of (i) the report of the board of directors of the Company on the annual accounts and the consolidated accounts for the 2007 financial year; (ii) the report of the independent auditor on the annual accounts and the consolidated accounts for the 2007 financial year and (iii) the report of the statutory auditor on the annual accounts for the 2007 financial year;
5. Approval of the annual accounts for the 2007 financial year;
6. Approval of the consolidated financial statements for the 2007 financial year;
7. Allocation of results;
8. Approval of the discharge of the directors of the Company;
9. Approval of the discharge of the statutory auditor of the Company;
10. Approval of the discharge of the independent auditor of the Company;
11. Approval of the distribution of dividends against share premium;

12. Approval of the appointment of Deloitte SA as independent auditor of the Company to audit the consolidated and stand alone accounts of the Company, its mandate to expire at the annual general meeting of shareholders to approve the accounts of the Company for the year ended December 31, 2008;
13. Authorisation to the board of directors of the Company and the corporate bodies of any subsidiaries of the Company, for a maximum period of twelve months, to purchase shares of the Company at any time and as many times as it deems appropriate by any means permitted by law.
14. Closing.

## VOTING

Items 2 to 13 of the Agenda as mentioned above may be passed without a quorum, by a simple majority of the votes cast thereon at the Meeting.

## VOTING ARRANGEMENTS

### **Shareholders holding bearer shares not already admitted for listing and trading on the Warsaw Stock Exchange (the “WSE”)**

The owners of bearer shares who wish to attend the Meeting in person shall present their bearer certificate at the Meeting so as to be allowed to participate and vote at the Meeting.

The owners of bearer shares who cannot attend the Meeting in person and who wish to participate and vote at the Meeting by either appointing a proxy or by using the voting correspondence form as indicated below shall:

- i) either deposit their bearer certificate at the registered office of the Company by June 11, 2008 at 11.59pm CET or
- ii) arrange with their respective intermediary holding their bearer certificate on their behalf to issue a blocking certificate, duly completed and signed, to be sent directly to the registered office of the Company or to EBCC spZ.o.o. (referred to as the “**Agent**”) to be received no later than June 11, 2008 at 11.59pm CET (the “**Blocking Certificate I**”). Such Blocking Certificate I must clearly indicate the precise identity of the shareholder, the number of shares being blocked, the date such shares are being blocked which must be no later than June 17, 2008 (inclusive) and a statement that the bearer certificate is deposited with such intermediary in the shareholder’s name and shall be blocked until June 17, 2008 (inclusive) or until the date the Meeting is held in case of any adjournment thereof.

## **Shareholders holding their shares through NDS and already admitted for listing and trading on the WSE**

Shareholders holding their shares through the clearing and settlement system of NDS who wish to take part in the Meeting need to arrange with their respective financial intermediary holding the shares on their accounts for the certificate certifying the number of shares recorded in the relevant account in the name of the relevant shareholder to be issued for the purpose of participating and voting at the Meeting to be valid until June 17, 2008, inclusive (the “**Blocking Certificate II**” and together with the Blocking Certificate I shall be referred to as the “**Certificate**”). The Blocking Certificate II duly completed and signed needs to be sent directly to the registered office of the Company or to the Agent and shall be received no later than June 11, 2008 at 11.59pm CET.

Such Blocking Certificate II must clearly indicate the precise identity of the shareholder, the number of shares being blocked, the date such shares are being blocked which must be no later than June 17, 2008 (inclusive) and a statement that the shares are registered in the local bank or brokers records in the shareholder’s name and shall be blocked until June 17, 2008 (inclusive) or until the date the Meeting is held in case of any adjournment thereof..

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*Please note that any shareholder required to deliver a Certificate as indicated below and whose Certificate has not been received by June 11, 2008 will not be eligible to participate in the Meeting. Subject to delivery of the Certificate, shareholders may participate and vote in the Meeting in person, by proxy or by correspondence.*

- Shareholders who wish to attend the Meeting in person, by proxy or vote by correspondence need to download the form indicating their attendance in person or by proxy or the form for voting by correspondence from the Company website [www.acegroup.lu](http://www.acegroup.lu) or may obtain such forms directly from the registered office of the Company upon request.
- Shareholders who wish to attend the Meeting in person are invited to announce their intention to participate at the Meeting by returning a duly completed and signed attendance and proxy form, together, where relevant, with the Certificate to the registered office of the Company or to the Agent, to arrive no later than June 11, 2008 at 11.59pm CET.
- Shareholders who are unable to attend the Meeting in person and wish to give a voting instruction to a third party or to the chairman of the Meeting, are invited to return a duly completed and signed attendance and proxy form indicating the name of the proxy together with the Certificate, to the registered office of the Company or to the Agent, to arrive no later than June 11, 2008 at 11.59pm CET.

A person appointed as proxy need not be a holder of shares of the Company. Lodging of a proxy form will not prevent a shareholder from attending the Meeting if he decides to do so.

- Shareholders who cannot attend the Meeting in person or by proxy, are invited to return a duly completed and signed correspondence voting form, together with the Certificate to the registered office of the Company or to the Agent to arrive no later than June 11, 2008 at 11.59pm CET.

### MISCELLANEOUS

- Copies of the articles of association of the Company are available on the Company's website [www.acegroup.lu](http://www.acegroup.lu) and at the registered office of the Company upon request.
- The attendance and proxy form together with the text of the proposed resolutions to be adopted at the Meeting will be at the disposal of the shareholders of the Company from May 26<sup>th</sup>, 2008 on the Company website [www.acegroup.lu](http://www.acegroup.lu) or at the registered office of the Company upon request.
- The correspondence voting form will be at the disposal of the shareholders of the Company from May 26<sup>th</sup>, 2008 on the Company website [www.acegroup.lu](http://www.acegroup.lu) or at the registered office of the Company upon request.

May 20, 2008

### THE BOARD OF DIRECTORS

#### The Company

82, route d'Arlon  
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Luxembourg  
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#### EBCC Sp.Z.o.o.

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