

PRIME MINISTER'S OFFICE
MINISTER, MEMBER OF THE COUNCIL OF MINISTERS
Henryk Kowalczyk

Warsaw, 8 June 2017

DSKP/1676/2017/KŚ

**Management Board
of Powszechny Zakład Ubezpieczeń Spółka Akcyjna**

REQUEST TO INTRODUCE ADDITIONAL MATTERS IN THE AGENDA OF THE ORDINARY
SHAREHOLDER MEETING OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
CONVENED FOR 29 JUNE 2017

Acting on behalf of the State Treasury, a shareholder of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, pursuant to art. 401 § 1 of the Commercial Company Code, I hereby move to add the following items to the agenda of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń S.A. convened for 29 June 2017:

- 1 Adopt a resolution to amend Resolution 4/2017 adopted by the Extraordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 8 February 2017 to define the rules for setting the compensation of Management Board Members of Powszechny Zakład Ubezpieczeń Spółka Akcyjna
- 2 Amendments to the Company's Articles of Association,
- 3 Changes to the composition of the Supervisory Board.

Justification:

- 1 Proposed amendments to the Articles of Association of Powszechny Zakład Ubezpieczeń S.A. implement the provisions of the Act of 16 December 2016 on Rules for Managing State Property (Journal of Laws, Item 2259), according to which the entity authorized to exercise rights arising from shares held by the State Treasury is obligated to take action to implement the rules arising from that act, by way of a Shareholder Meeting resolution or in the Company's Articles of Association.
- 2 Amendments to Resolution 4/2017 adopted by the Extraordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 8 February 2017 to define the rules for setting the compensation of Management Board Members of Powszechny Zakład Ubezpieczeń Spółka Akcyjna are aimed at specifying and unifying provisions of the resolutions governing the rules for setting the compensation in the financial market companies with the State Treasury shareholding, including insurance companies and banks.
- 3 The request to include the item on changes in the composition of the Company's Supervisory Board in the agenda of PZU SA's Ordinary Shareholder Meeting is based on the powers held by the Shareholder Meeting to dismiss and appoint Supervisory Board members, while its aim is to strengthen the oversight over the Company's operations exercised by the Supervisory Board.

Attachments: draft resolutions.