

In reference to item 2 of the Agenda

RESOLUTION No./2017

ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 12 April 2017

on electing the Chairperson of the Extraordinary Shareholder Meeting of PZU SA

Pursuant to Article 409 § 1 of the Commercial Company Code and § 17 Section 2 of the PZU SA Articles of Association, the Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Extraordinary Shareholder Meeting of PZU SA hereby resolves to elect Mr./Ms. as the Chairperson of the Extraordinary Shareholder Meeting of PZU SA.

§ 2

This Resolution shall come into force on the date of its adoption.

Chairperson
of the Extraordinary Shareholder Meeting of PZU SA

In reference to item 4. of the Agenda

RESOLUTION No. .../2017

ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 12 April 2017

on accepting the Agenda of the Extraordinary Shareholder Meeting of PZU SA

The Extraordinary Shareholder Meeting of PZU SA held on 12 April 2017 hereby resolves as follows:

§ 1

The following agenda of the Extraordinary Shareholder Meeting of PZU SA is hereby accepted:

1. Open the Extraordinary Shareholder Meeting.
2. Elect the Chairperson of the Extraordinary Shareholder Meeting.
3. Assert that the Extraordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
4. Accept the agenda.
5. Adopt a resolution on the issue of subordinated bonds on the domestic or international market.
6. Adopt resolutions on changes in the composition of the Supervisory Board.
7. Adjourn the Extraordinary Shareholder Meeting.

§ 2

The resolution will come into force on the date of its adoption.

Chairperson
of the Extraordinary Shareholder Meeting of PZU SA

In reference to item 5. of the Agenda

RESOLUTION NO./2017

ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 12 April 2017

on issuing subordinated bonds on the domestic or international market

Pursuant to § 18 item 6 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, the Extraordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna hereby resolves as follows:

§ 1

Consent is hereby given for the following:

1. issue of subordinated bonds on the domestic market by Powszechny Zakład Ubezpieczeń Spółka Akcyjna (hereinafter referred to as "PZU"),
2. issue of subordinated bonds on the international market by PZU

with a total value of up to PLN 3,000,000,000 (three billion Polish zloty) or its equivalent in other currencies, proceeds from which would be classified as own funds of category 2 in accordance with the Insurance and Reinsurance Activity Act of 11 September 2015 and Commission Delegated Regulation (EU) 2015/35 of 10 October 2014 supplementing Directive 2009/138/EC of the European Parliament and of the Council on the taking-up and pursuit of the business of Insurance and Reinsurance (Solvency II);

§ 2

The Shareholder Meeting hereby authorizes the PZU Management Board to take all factual and legal actions necessary to effect the issue of bonds in accordance with § 1, including analyses of the market and analyses of demand for bonds.

§ 3

This Resolution shall come into force on the date of its adoption.

Chairperson
of the Extraordinary Shareholder Meeting of PZU SA

In reference to item 6. of the Agenda

RESOLUTION No. .../2017

ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 12 April 2017

to dismiss a member of the PZU SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 Item 9 of the PZU SA Articles of Association, the Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

Mr./Ms. is hereby dismissed from the PZU SA Supervisory Board.

§ 2

This Resolution shall come into force on the date of its adoption.

Chairperson
of the Extraordinary Shareholder Meeting of PZU SA

RESOLUTION No. .../2017

ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 12 April 2017

to appoint a member of the PZU SA Supervisory Board

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18 Item 9 of the PZU SA Articles of Association, the Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

Mr./Ms. is hereby appointed to the Supervisory Board of PZU SA.

§ 2

This Resolution shall come into force on the date of its adoption.

Chairperson
of the Extraordinary Shareholder Meeting of PZU SA