

**NOTICE ON CONVENING THE ANNUAL SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna with its registered office in Warsaw at al. Jana Pawła II 24, 00-133 Warsaw ("**PZU SA**" or "**Company**"), entered into the register of entrepreneurs kept by the District Court for the Capital City of Warsaw, the 12th Commercial Division of the National Court Register under file number KRS 0000009831, NIP: 526-025-10-49, with the share capital of PLN 86,352,300, fully paid up pursuant to Article 399 § 1 of the Code of Commercial Companies ("**CCC**") in conjunction with Article 395 § 1 of CCC, Article. 402¹ of CCC and § 10 sec. 1 and 5 of PZU SA's Articles of Association, hereby convenes the Ordinary Shareholder Meeting of the Company and conveys the following information pursuant to Article 402² of CCC:

1. DATE, TIME AND PLACE OF THE ORDINARY SHAREHOLDER MEETING OF PZU SA AND DETAILED AGENDA

The Ordinary Shareholder Meeting of PZU SA ("**OSM**" or "**Ordinary Shareholder Meeting**") is hereby convened for 17 June 2014 at noon, in the Company's registered office at al. Jana Pawła II 24, 00-133 Warsaw.

The detailed agenda of the Ordinary Shareholder Meeting is as follows:

1. Open the Ordinary Shareholder Meeting.
2. Elect the Chairperson of the Ordinary Shareholder Meeting.
3. Assert that the Ordinary Shareholder Meeting has been convened correctly and is capable of adopting resolutions.
4. Adopt the agenda of the Ordinary Shareholder Meeting.
5. Review the financial statements of PZU SA for the year ended 31 December 2013.
6. Review the Management Board's report on the activity of PZU SA in 2013.
7. Review the consolidated financial statements of the PZU SA Capital Group prepared according to the International Financial Reporting Standards for the year ended 31 December 2013.
8. Review the Management Board's report on the activity of the PZU SA Capital Group in 2013.
9. Review the Supervisory Board's report on the evaluation of the financial statements of PZU SA for the year ended 31 December 2013, the Management Board's report on the activity of PZU SA in 2013 and the Management Board's motion to distribute the net profit earned by PZU SA for the financial year ended 31 December 2013.
10. Review the report of the PZU SA Supervisory Board on the activity of the PZU SA Supervisory Board as a corporate body in 2013.
11. Approve the PZU SA financial statements for the year ended 31 December 2013.
12. Approve the Management Board's report on the activity of PZU SA in 2013.
13. Approve the consolidated financial statements of the PZU SA Capital Group consistent with the International Financial Reporting Standards for the year ended 31 December 2013.
14. Approve the Management Board's report on the activity of the PZU SA Capital Group in 2013.

15. Adopt resolution in the matter of distribution of the net profit earned by PZU SA for the year ended 31 December 2013.
16. Adopt resolutions to exonerate the PZU SA Management Board members on the performance of their duties in 2013.
17. Adopt resolutions to exonerate the PZU SA Supervisory Board members on the performance of their duties in 2013.
18. Adjourn the Ordinary Shareholder Meeting.

2. DESCRIPTION OF PROCEDURES GOVERNING THE PARTICIPATION IN THE SHAREHOLDER MEETING AND EXERCISE OF VOTING RIGHTS

a) Shareholder's right to request that certain matters be included in the agenda of the shareholder meeting

A shareholder or shareholders of PZU SA representing at least one-twentieth of the share capital may request that the specified items be placed in the agenda of the OSM. The request should be submitted to the PZU SA Management Board no later than twenty one days before the date of the OSM, i.e. by 27 May 2014. The request should contain a justification or draft resolution pertaining to the proposed item on the agenda. The request should be delivered in writing to the Company's address: PZU SA Management Board Office, al. Jana Pawła II 24, 00-133 Warsaw, or by e-mail to: wz.pzu@pzu.pl.

The shareholder or shareholders should attach to the foregoing request the copies (scans) of documents confirming their authorization to submit such a request, i.e. a certificate of deposit or a name-specific certificate confirming the right to participate in the shareholder meeting, specifying the shares held as at the date of submitting the request, and the copy (scan) of the document confirming the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document confirming the identity of the shareholder or shareholders). In case of a shareholder or shareholders, which are not natural persons, it is necessary to attach the copy (scan) of the current excerpt from the relevant register where the entity is registered or another document confirming the existence of the entity and the authorization of its representatives to represent it.

No later than eighteen days before the set date of the OSM, i.e. by 30 May 2014, the PZU SA Management Board will announce changes to the agenda made upon request of the shareholder or shareholders through publishing them in the current report and posting them on the Company's website at <http://www.pzu.pl/>, the [Investor Relations](#) tab.

b) Shareholder's right to submit draft resolutions on matters included in the agenda of the shareholder meeting or matters to be included in the agenda before the date of the shareholder meeting

A shareholder or shareholders of PZU SA representing at least one-twentieth of the share capital may submit, before the date of the OSM, in writing to the Company's address: PZU SA Management Board Office, al. Jana Pawła II 24, 00-133 Warsaw, or sent by e-mail to: wz.pzu@pzu.pl, the draft resolutions concerning the items entered in the agenda of the OSM or items to be entered in the agenda.

The shareholder or shareholders submitting the draft resolutions should attach to the foregoing request the copies (scans) of documents confirming their authorization to submit such a resolution, i.e. a certificate of deposit or a name-specific certificate confirming the right to participate in the shareholder meeting, specifying the shares held as at the date of submitting the request, and the copy (scan) of the document confirming the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document confirming the identity of the shareholder or shareholders). In case of shareholder or shareholders which are not natural persons, it is necessary to attach the copy (scan) of the current excerpt from the relevant register in which that

entity is registered or other document confirming the existence of the given entity and the right of its representatives to represent it.

The Company will immediately publish the submitted draft resolutions in the current report and it will post them on the Company's website at <http://www.pzu.pl/>, the [Investor Relations](#) tab.

c) Shareholder's right to submit draft resolutions on matters entered in the agenda during the shareholder meeting

Each PZU SA shareholder authorized to participate in the OSM may submit – during the meeting – draft resolutions on matters introduced in the agenda.

d) Exercise of the voting right through a proxy

A shareholder may participate in the OSM and exercise the voting right in person (in the case of a shareholder which is not a natural person – through the persons authorized to submit effective representations of will for and on behalf of such person) or through a proxy.

The proxy exercises all the rights of the shareholder during the shareholder meeting unless the proxy powers document stipulates otherwise. The proxy may grant further proxies if the granted proxy so states (if proxy powers are granted to a further proxy, the uninterrupted chain of proxy documents should be submitted along with documents containing an authorization to act on behalf of the previous proxies). A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. If a shareholder holds shares deposited in more than one securities account or collective account, such shareholder may appoint separate proxies to exercise the rights attached to the shares deposited in each such account or – in case of collective account – on that account.

Proxy powers to take part in the Shareholder Meeting and to exercise the voting right may be granted in writing or electronically. Such proxy powers granted electronically are not required to be signed with a secure electronic signature verifiable with a valid qualified certificate.

The shareholder sends a notification to PZU SA about granting proxy powers to participate in the shareholder meeting, by e-mail, to wz.pzu@pzu.pl .

On its website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab, the Company has posted proxy forms with authorization to take part in the OSM, which may be used by shareholders.

Such electronic notification about granting proxy powers should contain the business name or the full name of the shareholder, his/her phone number and e-mail address and the business name or the full name of the proxy, his/her phone number and e-mail address. On its website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab, PZU SA will post the forms of notifications about granting proxy powers to take part in the shareholder meeting, starting on the date of convening the Ordinary Shareholder Meeting.

Along with the notification about granting proxy powers to participate in the shareholder meeting in the electronic form, the shareholder sends to PZU SA the scan of the granted proxy powers and the following documents:

- a) in case of a shareholder who is a natural person – scan of personal identification card or other document confirming the identity of the shareholder;
- b) in case of a shareholder who is not a natural person – scan of the current excerpt from the relevant register or other document confirming the existence of the given entity and the right of its representatives to represent it;

- c) in case of a proxy who is a natural person – scan of personal identification card or other document confirming the identity of the proxy;
- d) in case of a proxy, who is not a natural person – scan of the current excerpt from the relevant register or other document confirming the existence of the given entity and the right of its representatives to represent it.

PZU SA may take proper action to identify the shareholder and his/her proxy to verify the validity of the proxy powers granted electronically. Verification may include in particular a question sent through e-mail or a phone call made to the shareholder or the proxy to confirm the fact of granting and the scope of the proxy powers.

The shareholder bears the risk associated with utilization of electronic communication by the shareholder.

Any documents sent to the Company by e-mail should be saved in the PDF format.

Any documents sent to the Company should be in Polish. If any document sent to the Company has been prepared in a language other than Polish, a certified translation into Polish of such document should be attached.

The sending of the aforementioned documents to PZU SA via e-mail does not release the proxy from the obligation to present – during preparation of the attendance record of shareholders authorized to participate in the shareholder meeting – the documents confirming his/her identity. In addition, if there are doubts as to the authenticity of the proxy documents, the PZU SA Management Board reserves the right to demand that the originals of such documents or their official copies confirmed as compliant with the original by a notary or another entity authorized to confirm documents as compliant with their originals be presented prior to the commencement of OSM. In the event of failure to present such documents, the proxy may be denied participation in the OSM.

The foregoing rules of granting proxy powers to participate in the shareholder meeting in the electronic form apply accordingly to the notification sent to PZU SA about revoking the aforementioned proxy powers electronically.

In connection with the fact that it is necessary to verify the sent documents, the notifications about granting or revoking the proxy powers to participate in the shareholder meeting should be sent to the Company no later than by 16 June 2015 at 3 pm.

The notification about granting or revoking proxy powers without keeping the requirements stipulated above does not have any legal effects with respect to the Company.

The proxy written proxy powers should submit – during preparation of the attendance record – the original proxy powers or copy of the proxy powers officially certified as compliant with the original by a notary or its excerpt prepared in accordance with the relevant regulations. During preparation of the attendance record, the proxy who is a natural person should present the personal identification card or other document confirming the proxy's identity. If the proxy powers were granted by an entity which is not a natural person, the proxy should submit, along with the foregoing documents, the excerpt from the relevant register or its copy certified as compliant with the original. It is presumed that proxy powers granted in writing and confirming the right to represent the shareholder at the OSM comply with the law and do not require any confirmation unless the Chairperson of the OSM doubts its authenticity. In the event any document presented as proof of the granting of proxy powers is drawn up in a language other than Polish, a sworn translation into Polish of such document should be attached.

PZU SA provides the models of forms allowing to exercise the voting right by a proxy. These forms are posted on the Company's website at <http://www.pzu.pl/>, in the Investor Relations tab, starting from the date of convening the OSM. The use of such forms is not mandatory.

If a proxy has received voting instructions, the Company will not verify whether or not the proxy exercises the voting right in accordance with the instructions received from the principal.

e) Possibility and method of participation in the OSM by means of electronic communication

At the present moment PZU SA does not allow the possibility of participation in the OSM by means of electronic communication.

f) Method of speaking during the OSM by means of electronic communication

At the present moment PZU SA does not allow the possibility of speaking during the OSM by means of electronic communication.

g) Method of exercising the voting right by mail or by means of electronic communication

At present, PZU SA does not provide for the possibility of exercising the voting right by mail or by means of electronic communication.

3. DATE OF REGISTRATION OF PARTICIPATION IN THE OSM

Pursuant to Article 406¹ of the Code of Commercial Companies, any persons being PZU SA's shareholders sixteen days before the date of the OSM (the "**Registration Date**"), i.e. 1 June 2014, shall have the right to participate in the OSM.

4. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE OSM

Only the persons being PZU SA's shareholders on the Registration Date shall have the right to participate in the OSM.

1) Shareholders authorized under shares in the form of a document (registered shares):

Shareholders entitled under registered shares and pledgees and users holding the voting right shall have the right to participate in the OSM provided that they are entered in the share register as at the Registration Date.

2) Shareholders authorized under dematerialized shares (bearer shares):

Shareholders authorized under dematerialized shares have the right to participate in the OSM provided that they request the entity keeping the securities account in which their shares are deposited to issue a name-specific certificate on the right to participate in the OSM in accordance with the rules set forth below.

Pursuant to Article 406³ § 2 of the Code of Commercial Companies, at the request of the shareholder authorized under the Company's dematerialized bearer shares submitted no earlier than following the publication of this announcement on convening the OSM and no later than on the first business day after the Registration Date, i.e. no later than on 2 June 2014, the entity keeping the securities account issues a name-specific certificate on the right to participate in the shareholder meeting.

The Company determines a list of entities authorized under bearer shares to participate in the OSM on the basis of the list provided by Krajowy Depozyt Papierów Wartościowych S.A.

Krajowy Depozyt Papierów Wartościowych S.A. prepares the aforementioned list on the basis of information provided no later than twelve days before the date of the OSM by the entities keeping the securities accounts on the basis of issued name-specific certificates on the right to participate in the shareholder meeting.

The Company recommends that shareholders take with them to OSM a name-specific certificate confirming their right to participate in the shareholder meeting.

The list of shareholders authorized to participate in the OSM will be displayed three days before the date of OSM, i.e. on 12, 13 and 16 June 2014, between 9 am and 4 pm, in the Company's registered office in Warsaw at al. Jana Pawła II 24, in the Management Board Office, room 2301.

A shareholder may request the aforementioned list of shareholders authorized to participate in the shareholder meeting to be sent to it free of charge through e-mail. When requesting the list of shareholders to be sent, a shareholder should attach a copy (scan) of the document confirming his/her authorization to submit the request, i.e. name-specific certificate confirming the right to participate in the shareholder meeting and the copy of the document confirming the identity of the shareholder (i.e. personal identification card or other document confirming the identity of the shareholder). In case of a shareholder which is not a natural person, it is necessary to attach the copy (scan) of the current excerpt from the register in which that entity is registered or other document confirming the existence of the given entity and the right of its representatives to represent it. Such request should be sent to the following e-mail address: wz.pzu@pzu.pl.

Within one week before the date of the OSM, the shareholder may also demand – in the manner described above – that the excerpts of motions in the issues included in the agenda be issued to them.

Persons with large numbers of proxy documents to represent the shareholders at the OSM are asked to arrive early.

5. ACCESS TO DOCUMENTATION RELATED TO THE OSM

The documentation to be presented to the OSM, the draft resolutions and other documents concerning the OSM will be available:

- a) on the Company's website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab,
- b) in the hard copy form, at the request of an authorized person, in the Company's registered office in Warsaw, al. Jana Pawła II 24, in the Management Board Office, room 2301, on business days from 9 am to 4 pm, however no later than 16 June 2014.

When requesting access to documentation in the hard copy form, a shareholder should attach a copy (scan) of the document confirming his/her right to participate in the OSM, i.e. name-specific certificate of the right to participate in the shareholder meeting, showing that the shareholder holds shares as at the date of submitting the request, and the copy (scan) of the document confirming the identity of the shareholder (i.e. personal identification card or other document confirming the identity of the shareholder). In case of a shareholder which is not a natural person, it is necessary to attach the copy (scan) of the current excerpt from the register in which that entity is registered or other document confirming the existence of the given entity and the right of its representatives to represent it. Such request should be sent to the following e-mail address: wz.pzu@pzu.pl.

6. ADDRESS OF THE WEBSITE CONTAINING INFORMATION ON THE OSM

Information about the OSM will be posted on the Company's website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab from the date of convening the OSM.

Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna