

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF Powszechny Zakład Ubezpieczeń Spółka Akcyjna WITH ITS REGISTERED OFFICE IN WARSAW
ON CONVENING THE COMPANY'S ORDINARY SHAREHOLDER MEETING**

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 in the register of commercial entities kept by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register, under no. KRS 0000009831, NIP: 526-025-10-49, with share capital of PLN 86,352,300, fully paid up, acting pursuant to Article 399 § 1 of the Commercial Companies Code ("**CCC**") and § 10 sections 1 and 5 Item 2 of the Articles of Association of PZU SA, hereby convenes the Company's Ordinary Shareholder Meeting and, in accordance with the wording of Article 402² of CCC presents the following information:

1. DATE, TIME AND PLACE OF THE SHAREHOLDER MEETING AND A DETAILED MEETING AGENDA

The Ordinary Shareholder Meeting of PZU SA ("**OSM**" or the "**Ordinary Shareholder Meeting**") is hereby convened for 11:00 a.m. on 30 May 2012 in Warsaw at The Westin Warsaw hotel at al. Jana Pawła II 21. 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. Accept the agenda.
5. Review the financial statements of PZU SA for the financial year ended 31 December 2011.
6. Review the Management Board's report on the activity of PZU SA in 2011.
7. Review the consolidated financial statements of the PZU SA Capital Group for the financial year ended 31 December 2011 prepared in compliance with International Financial Reporting Standards.
8. Review the Management Board's report on the activity of the PZU SA Capital Group in 2011.
9. Review the PZU SA Supervisory Board's report on evaluation of the financial statements of PZU SA for the financial year ended 31 December 2011, the Management Board's report on the activity of PZU SA in the financial year ended 31 December 2011 and the Management Board's motion to distribute the profit.
10. Review the PZU SA Supervisory Board's activity report for the financial year ended 31 December 2011 containing evaluation of the Supervisory Board's work and a concise evaluation of the Company's standing, including the evaluation of the internal audit system and the system for managing risks significant for the Company.
11. Approve the financial statements of PZU SA for the financial year ended 31 December 2011.
12. Approve the Management Board's report on the activity of PZU SA in 2011.
13. Approve the consolidated financial statements of the PZU SA Capital Group for the financial year ended 31 December 2011 prepared in compliance with International Financial Reporting Standards.

14. Approve the Management Board's report on the activity of the PZU SA Capital Group in 2011.
15. Adopt a resolution on the distribution of PZU SA's net profit for the financial year ended 31 December 2006.
16. Adopt a resolution on the distribution of PZU SA's net profit for the financial year ended 31 December 2011.
17. Adopt resolutions to discharge members of the PZU SA Management Board on the performance of their duties in the financial year ended 31 December 2011.
18. Adopt resolutions to discharge members of the PZU SA Supervisory Board on the performance of their duties in the financial year ended 31 December 2011.
19. Adopt a resolution to amend the Company's Articles of Association.
20. Adjourn the Ordinary Shareholder Meeting.

2. DESCRIPTION OF PROCEDURES FOR PARTICIPATION IN THE SHAREHOLDER MEETING AND EXERCISE OF THE VOTING RIGHT

a) Right of the shareholder 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 certain matters be included in the agenda of the OSM. Such 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 9 May 2012. It should contain a justification or a draft resolution pertaining to the proposed item of the agenda. The request should be submitted to the Company's Management Board in writing at the Company's address or by e-mail, in accordance with the rules stipulated in item 7 of this announcement.

Such shareholder or shareholders should attach to their request copies of documents confirming their right to submit such request and the identity of the person or persons putting forward the request.

No later than eighteen days before the set date of the OSM, i.e. no later than on 12 May 2012, the PZU SA Management Board shall announce any amendments to the agenda introduced at the request of such shareholder or shareholders by publishing them in a current report and announcing on the Company's website at <http://www.pzu.pl/> in the [Relacje inwestorskie \[Investor Relations\]](#) tab.

b) Right of the shareholder 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, before the date of the OSM submit to PZU SA in writing at the Company's address or by e-mail, in accordance with the rules stipulated in item 7 of this announcement, draft resolutions on matters included in the agenda of the OSM or matters to be included in the agenda. The Company shall promptly publish draft resolutions by current report and announce them on its website at <http://www.pzu.pl/> in the [Relacje inwestorskie \[Investor Relations\]](#) tab.

Such shareholder or shareholders should attach to their submitted draft resolutions copies of documents confirming their right to make such submissions and the identity of the person or persons submitting the draft resolutions.

c) Right of the shareholder to submit draft resolutions on matters introduced to the agenda during the shareholder meeting

Any shareholder may, during the OSM, submit draft resolutions on matters introduced to the agenda.

d) Information on the method of exercise of the voting right by proxy, including in particular the forms used during the voting by such proxy, and on the method of notifying the Company, by means of electronic communication, of appointing a proxy.

Any PZU SA shareholder may participate in the OSM and exercise the voting right in person (in the case of a legal person – through the persons entitled to make statements of will for and on behalf of such legal person) or by proxy. At the OSM, such shareholder's proxy shall exercise all rights of the shareholder unless the power of attorney document stipulates otherwise. Such proxy may grant further powers of attorney if such right arises out of the contents of the original power of attorney. One proxy may represent more than one shareholder and vote differently from the shares of different shareholders. If a shareholder holds shares deposited in more than one securities account, such shareholder may appoint separate proxies to exercise rights attached to the shares deposited in each of the above accounts.

A power of attorney to participate in the OSM and exercise the voting right must be granted in writing or electronically. Such a power of attorney granted electronically is not required to be signed with a secure electronic signature verifiable with a valid qualified certificate.

The right to represent a shareholder who is not a natural person should arise out of an excerpt from the relevant register (or a copy thereof), another document confirming the right of representation entrusted to the representative(s) or a string of powers of attorney, presented, as the case may be, during the preparation of the attendance record. The person(s) granting a power of attorney on behalf of a shareholder who is not a natural person should be named in an up-to-date excerpt from the shareholder's register or in another document confirming his/her/their right or representation. It shall be supposed that a power of attorney granted in writing and confirming the right to represent the shareholder at the OSM is compliant with the law and does not require any confirmation unless the chairperson of the OSM doubts its authenticity. In such a case, the right is reserved to demand that the proxy present the original document or a copy thereof confirmed as compliant with the original by a notary or by another entity authorized to confirm documents as compliant with the original excerpt from the relevant register or another document confirming the proxy's right of representation or a string of powers of attorney to represent the shareholder at the OSM. In the event any document presented as proof of the granting of a power of attorney is drawn up in a language other than Polish, a sworn translation of such document into Polish should be attached.

The forms to be used for voting by a proxy are available on PZU SA's website at <http://www.pzu.pl/> in the [Relacje inwestorskie \[Investor Relations\]](#) tab.

The use of such forms is not mandatory. In the event a proxy has received voting instructions, the Company shall not verify whether or not the proxy exercises the voting right in accordance with the instructions received from the principal.

The shareholder granting a power of attorney shall notify PZU SA by an e-mail sent to: oi.pzu@pzu.pl

Such electronic notice of granting a power of attorney should contain the business name or the full name of the principal, its/his/her phone number and e-mail address and the business name or the full name of the proxy, its/his/her phone number and e-mail address.

Together with such notice of granting a power of attorney, the shareholder shall send to PZU SA the contents of the power of attorney including at least the following data: the business name or the full name of the principal, the business name or the full name of the proxy, the number of the identity card or the passport of the proxy who is a natural person, an expressly stated authorization for the proxy to represent the principal at the OSM as well as the scope of such power of attorney, the number of shares from which the voting right shall be exercised, the date of the OSM at which the voting right shall be exercised, the date of granting the power of attorney and the shareholder's signature.

Available on the Company's website at <http://www.pzu.pl/> in the [Relacje inwestorskie \[Investor Relations\]](#) tab are forms of power of attorney to participate in the OSM which may be used by the shareholders.

Furthermore, if such power of attorney has been granted by an entity which is not a natural person, the electronic notice of granting a power of attorney sent by the shareholder to PZU SA should contain a scanned excerpt from the shareholder's register or another scanned document confirming the right of the persons granting the power of attorney to act on behalf of the shareholder.

If the proxy is not a natural person, the shareholder shall additionally send to PZU SA a scanned excerpt from the proxy's register or another scanned document confirming the existence of such a proxy.

All such scanned documents shall be sent by the shareholder to PZU SA in the PDF format. The sending of the aforementioned documents to PZU SA shall not relieve the proxy of the obligation to present its/his/her identification documents during the preparation of the attendance record of shareholders entitled to participate in the OSM. In case of doubt as to the authenticity of the aforementioned 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 by another entity authorized to confirm documents as compliant with their originals. In the event of failure to present such documents, the shareholder's proxy may be denied participation in the OSM.

The above rules apply accordingly to an electronic notification to PZU SA of the revocation of a power of attorney. An electronic notice of granting or revoking a power of attorney should be sent to PZU SA by 3:00 p.m. on the business day immediately preceding the date of the OSM.

PZU SA shall take appropriate action to identify the shareholder and the proxy in order to verify the validity of the power of attorney granted electronically, while such action should be commensurate with the objective to be achieved. PZU SA shall, without limitation, have the right to establish contact, by telephone or e-mail (indicated in the notice of granting the power of attorney), in order to verify the fact of granting and the scope of the power of attorney.

A proxy at the OSM may also be a management board member, a supervisory board member, a liquidator, a PZU SA employee or a member of any corporate authority or an employee of a PZU SA subsidiary. The power of attorney for the aforementioned

persons may authorize representation only at the OSM. The proxy shall be obligated to disclose to the shareholder any circumstances indicating the existence or the possibility of a conflict of interest. No further powers of attorney may be granted. The proxy referred to in this paragraph shall vote in accordance with the instructions given by the shareholder.

Without prejudice to any requirements set forth in the preceding paragraph, a PZU SA shareholder may vote as a proxy on resolutions concerning its/his/her liability toward PZU SA on whatever account, including a discharge on the performance of duties, release from any of its/his/her obligations toward PZU SA or any dispute between it/him/her and PZU SA.

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

PZU SA does not allow participation in the OSM by means of electronic communication.

f) Information on the method of speaking during the OSM by means of electronic communication

PZU SA does not allow anyone to take floor during the OSM by means of electronic communication.

g) Information on the method of exercising the voting right by mail or by means of electronic communication

PZU SA does not allow the exercise of voting rights by mail or by means of electronic communication.

3. DATE OF REGISTERING PARTICIPATION IN THE OSM

Pursuant to Article 406¹ § 1 of the Commercial Company Code, any persons being PZU SA's shareholders sixteen days before the date of the OSM (the "**Registration Date**"), i.e. 14 May 2012, 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 have the right to participate in the OSM.

1) Shareholders entitled under certificated shares (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 entitled under uncertificated shares (bearer shares):

Shareholders entitled under uncertificated shares shall 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 Commercial Company Code, at the request of the shareholder entitled under the Company's uncertificated 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 15 May 2012, the entity keeping the securities account shall issue a name-specific certificate on the right to participate in the OSM.

PZU SA shall draw up a list of shareholders entitled under bearer shares to participate in the OSM based on the list prepared by Krajowy Depozyt Papierów Wartościowych S.A. [the National Securities Depository] in compliance with the regulations on trading in financial instruments.

Krajowy Depozyt Papierów Wartościowych S.A. shall prepare the aforementioned list based on the lists provided no earlier than twelve days before the date of the OSM by the entities authorized in compliance with the regulations on trading in financial instruments. The basis for drawing up the lists provided to Krajowy Depozyt Papierów Wartościowych S.A. shall be the certificates on the right of participation in the OSM.

Pursuant to Article 407 § 1 of the Commercial Companies Code, during the three business days preceding the date of the OSM, i.e. on 25, 28 and 29, May 2012, from 9:00 a.m. to 4:00 p.m., in the offices of PZU SA, the list of shareholders entitled to participate in the OSM shall be displayed for viewing.

Any shareholder may request the list of shareholders be sent to it/him/her free of charge by electronic mail, specifying the address to which the list should be sent. Such request should be sent to the following e-mail address: oi.pzu@pzu.pl. Any shareholder shall also have the right to request official copies of motions concerning matters placed on the agenda, within one week prior to the date of the OSM.

Voting cards shall be available to persons entitled to participate in the OSM on the date of the OSM in front of the meeting room **from 9:30 a.m.** on 30 May 2012.

Persons who will have a significant number of proxies to represent the shareholder at the OSM are requested to arrive as early as possible.

5. ACCESS TO DOCUMENTATION RELATED TO THE OSM

The full text of the documentation to be presented to the OSM, the draft resolutions and the other documents referred to in Article 402² Item 5 of the Commercial Companies Code shall be available on the Company's website at <http://www.pzu.pl/> in the Relacje inwestorskie [Investor Relations] tab from the date of convening the OSM.

6. ADDRESS OF THE WEBSITE CONTAINING INFORMATION ON THE OSM

Information on the OSM shall be made available on the Company's website at <http://www.pzu.pl/> in the Relacje inwestorskie [Investor Relations] tab.

7. ELECTRONIC COMMUNICATION BETWEEN SHAREHOLDERS AND PZU SA

In matters related to the OSM, in particular:

- a) granting powers of attorney by e-mail,
- b) notifying of the granting of powers of attorney by e-mail,
- c) requesting that certain matters be entered in the agenda of the OSM,

the shareholders may contact the PZU SA Management Board by e-mail at: oi.pzu@pzu.pl

The shareholder shall bear the risks associated with its/his/her use of electronic communication.

Any original document drawn up in a language other than Polish should have an attached sworn translation into Polish.

Any document sent to PZU SA by e-mail should be saved in the PDF format.

8. PROPOSED AMENDMENTS TO THE PZU SA ARTICLES OF ASSOCIATION

Pursuant to the requirements of Article 402 § 2 of the Commercial Company Code, the PZU SA Management Board hereby announces the proposed amendments to the PZU SA Articles of Association:

§ 5 sec. 2

The previous wording:

- “2. The Company may, directly or indirectly, through insurance intermediaries:
- 1) perform acquisition activities for open-end pension funds, pursuant to the provisions of the Act of August 28, 1997 on the organization and operation of pension funds;
 - 2) act as an intermediary on behalf or in favor of entities performing banking activities specified in Article 5 Sections 1 and 2 of the Act of August 29, 1997 entitled Banking Law, when concluding contracts in the performance of these activities, according to the principles set forth in the Act entitled Banking Law;
 - 3) act as an intermediary in the sale and repurchase of participation units in mutual funds, or participation titles in foreign funds, open-end mutual funds having their registered offices in member states of the European Union, and open-end mutual funds having their registered offices in OECD member countries other than member states of the European Union, according to the principles set forth in the Mutual Fund Act dated May 27, 2004.”

The proposed wording:

- “2. The Company may, directly or indirectly, through insurance intermediaries:
- 1) act as an intermediary on behalf or in favor of entities performing banking activities specified in Article 5 Sections 1 and 2 of the Act of August 29, 1997 entitled Banking Law, when concluding contracts in the performance of these activities, according to the principles set forth in the Act entitled Banking Law;
 - 2) act as an intermediary in the sale and repurchase of participation units in mutual funds, or participation titles in foreign funds, open-end mutual funds having their registered offices in member states of the European Union, and open-end mutual funds having their registered offices in OECD member countries other than member states of the European Union, according to the principles set forth in the Mutual Fund Act dated May 27, 2004.”

§ 6 sec. 1

The previous wording:

- “1. The Company’s share capital is PLN 86,352,300 (eighty-six million three hundred fifty-two thousand three hundred zloty) and is divided into 86,352,300 (eighty-six million three hundred fifty-two thousand three hundred) registered shares with a par value of PLN 1 (one

zloty) each, A series denoted with numbers from 00000001 to 60446320 and B series denoted with numbers from 00000001 to 25905980.”

The proposed wording:

- “1. The Company’s share capital is PLN 86,352,300 (eighty-six million three hundred fifty-two thousand three hundred zloty) and is divided into 86,352,300 (eighty-six million three hundred fifty-two three hundred) registered and bearer shares with a par value of PLN 1 (one zloty) each.”

§ 24 sec. 4

The previous wording:

- “4. Without prejudice to article 388 § 4 of the Commercial Company Code, a Supervisory Board resolution may be adopted in writing, by circulation of documents, if all the Supervisory Board members have been informed of the contents of the draft resolution. Votes are cast by duly signing the resolution document when voting in favor of its ratification or by affixing a representation on voting against its ratification on the resolution document.

The proposed wording:

- “4. Without prejudice to article 388 § 4 of the Commercial Company Code, a Supervisory Board resolution may be adopted in written procedure, if all the Supervisory Board members have been informed of the contents of the draft resolution. Votes are cast by duly signing the resolution document when voting in favor of its ratification or by affixing a representation on voting against its ratification on the resolution document.”

§ 27 sec. 4 and 5

The previous wording:

- “4. Subject to sec. 7, with the consent of the President of the Management Board, the Management Board may adopt resolutions by the written procedure (circulation). A resolution adopted under this procedure is valid if all Management Board members have received the draft resolution with a justification. It is assumed that the resolution is adopted on the day when an absolute majority of votes is cast in favor of the resolution.
5. Resolutions may be adopted by the Management Board in electronic form using remote means of communication under the circulation procedure referred to in section 4, provided that a secure electronic signature is affixed and verified with a valid qualified certificate. In such a case, the requirements set forth in section 4 shall apply.”

The proposed wording:

- “4. Subject to sec. 7, with the consent of the President of the Management Board, the Management Board may adopt resolutions by the written procedure. A resolution adopted under this procedure is valid if all Management Board members have received the draft resolution with a justification. It is assumed that the resolution is adopted on the day when an absolute majority of votes is cast in favor of the resolution.

5. Resolutions may be adopted by the Management Board in electronic form using remote means of communication under the written procedure referred to in section 4, provided that a secure electronic signature is affixed and verified with a valid qualified certificate. In such a case, the requirements set forth in section 4 shall apply.”.