

**Powszechny Zakład Ubezpieczeń Spółka Akcyjna (PZU SA) Management Board****Motion  
to the PZU SA Shareholder Meeting****to amend the PZU SA Articles of Association****Content:**

A resolution is hereby requested to amend the PZU SA Articles of Association to add item 11 in § 18 and give a more precise wording to § 25 sec. 2 item 12 of the Company's Articles of Association.

**Justification:**

1. Pursuant to art. 430 § 1 of the Commercial Company Code, the powers of the Company's Shareholder Meeting include amending the Company's Articles of Association. Pursuant to § 16 sec. 1 item 1 of the PZU SA Articles of Association, the resolution on amending the Articles of Association shall be adopted with the majority of 3/4 of the votes.
2. On 1 June 2011, the PZU SA Extraordinary Shareholder Meeting adopted resolution no. 3/2011 to amend the PZU SA Articles of Association. The amendments to the Articles of Association were registered by the registry court on 6 October 2011. They comprised, inter alia, waiving item 11 in § 18 sec. 1 (stipulating that the powers of the Company's Shareholder Meeting include the Company buying or selling real estate, perpetual usufruct or a share in real estate or perpetual usufruct whose value exceeds the equivalent of EUR 30,000,000) and waiving item 2 in § 18 (stipulating that as of the date of floating the Company on the regulated market, the aforementioned purchase or sale by PZU SA of real estate, perpetual usufruct or a share in real estate or perpetual usufruct does not require the consent of the PZU SA Shareholder Meeting).
3. Pursuant to art. 393 item 4 of the Commercial Company Code, purchase and sale of real estate, perpetual usufruct or a share in real estate (perpetual usufruct) requires the consent of the shareholder meeting, unless the company's articles of association stipulate otherwise.
4. The current PZU SA Articles of Association contain only a provision stipulating that the Supervisory Board has the power to give consent to buy or sell real estate, perpetual usufruct or a share in real estate or perpetual usufruct whose value exceeds the equivalent of EUR 3,000,000 (§ 25 sec. 2 item 12 of the Articles of Association) and does preclude the powers of the Shareholder Meeting to make decisions in this respect. This means that each purchase or sale of real estate, perpetual usufruct or a share in real estate (perpetual usufruct) requires a PZU Shareholder Meeting resolution, regardless of the value of the transaction in question. In addition, if the transaction value exceeds the equivalent of EUR 3,000,000 the transaction additionally requires the consent of the Supervisory Board. At the same time the PZU SA Articles of Association do not specify whether the transaction value refers to a net or gross amount. As a consequence, the imprecision of the provisions of the Articles of Association may lead to interpretation discrepancies, hence it is necessary to give more precise wording to the provisions of the Articles of Association in this respect.

Proposed amendments to the Articles of Association:

**1) § 18 of the Articles of Association in its current wording:**

„§ 18.

The powers of the Shareholder Meeting, in addition to other matters reserved for it pursuant to the act or the Articles of Association, shall include adoption of resolutions in the following matters:

- 1) examining and approving the Company's Management Board activity report and the financial statements for the previous financial year and discharging individual members of the Company's governing bodies on the performance of their duties;
- 2) distributing profits or covering losses;
- 3) making decisions on claims to remedy damages incurred during the establishment of the Company or in its management or oversight;
- 4) selling or leasing a business or an organized part thereof and establishing a limited material right thereon;
- 5) retiring shares;
- 6) issuing bonds;
- 7) establishing special reserve capital and deciding about using it and about how to use it;
- 8) splitting the Company, merging the Company with another company, winding up or dissolving the Company;
- 9) appointing and dismissing Supervisory Board members, without prejudice to § 20;
- 10) establishing the rules for remunerating Supervisory Board members.”,

**proposed new wording:**

„§ 18.

The powers of the Shareholder Meeting, in addition to other matters reserved for it pursuant to the act or the Articles of Association, shall include adoption of resolutions in the following matters:

- 1) examining and approving the Company's Management Board activity report and the financial statements for the previous financial year and discharging individual members of the Company's governing bodies on the performance of their duties;
- 2) distributing profits or covering losses;
- 3) making decisions on claims to remedy damages incurred during the establishment of the Company or in its management or oversight;
- 4) selling or leasing a business or an organized part thereof and establishing a limited material right thereon;
- 5) retiring shares;
- 6) issuing bonds;
- 7) establishing special reserve capital and deciding about using it and about how to use it;
- 8) splitting the Company, merging the Company with another company, winding up or dissolving the Company;
- 9) appointing and dismissing Supervisory Board members, without prejudice to § 20;
- 10) establishing the rules for remunerating Supervisory Board members;
- 11) having the Company buy or sell real estate, perpetual usufruct or a share in real estate or perpetual usufruct whose gross value exceeds the equivalent of EUR 30,000,000 (thirty

million euro)."

**2) § 25 in sec. 2 item 12 of the Articles of Association, in its current wording:**

„12) granting consent to purchase or sell real estate, perpetual usufruct or a share in real estate or perpetual usufruct whose value exceeds the equivalent of EUR 3,000,000;”,

**proposed new wording:**

„12) granting consent to purchase or sell real estate, perpetual usufruct or a share in real estate or perpetual usufruct whose gross value exceeds the equivalent of EUR 3,000,000 (three million euro);”

After the amendments to the Company's Articles of Association are made, the division of powers regarding purchase or sale of real estate, perpetual usufruct or a share in real estate or perpetual usufruct, depending on the real estate value, will be as follows:

- up to EUR 3,000,000 (gross) – the decision is made by the PZU SA Management Board;
- over EUR 3,000,000 (gross) – the PZU SA Supervisory Board consent is required;
- over EUR 30,000,000 (gross) – the PZU SA Shareholder Meeting consent is required.

In the nearest future the Company is planning to sell over 200 real properties which, without amending the existing regulations, would be much more difficult.

The proposed amendments to the Company's Articles of Association are consistent with the market standards.

Pursuant to the Insurance Activity Act, amendment of the Articles of Association will require the approval of the Financial Supervision Commission.

The draft resolution of the Shareholder Meeting amending the PZU SA Articles of Association constitutes an attachment to this motion.

**Accordingly, a motion is hereby submitted to the PZU SA Shareholder Meeting to adopt a resolution to amend the PZU SA Articles of Association.**

**The motion along with the draft resolutions is submitted on behalf of the PZU SA Management Board by:**

**Attachments:**

- 1) PZU SA Management Board resolution no. UZ/1/2012 adopted on 05.01.2012 in the matter of submitting to the PZU SA Shareholder Meeting a motion to amend the PZU SA Articles of Association and submitting the aforementioned motion to the PZU SA Supervisory Board for opinion;
- 2) Draft resolution of the PZU SA Shareholder Meeting to amend the PZU SA Articles of Association.

**RESOLUTION NO. UZ/1/2012**

**ADOPTED BY THE MANAGEMENT BOARD OF  
POWSZECHNY ZAKŁAD UBEZPIECZEŃ  
SPÓŁKA AKCYJNA**

**dated 5 January 2012**

**in the matter of: submitting to the PZU SA Shareholder Meeting a motion to amend the PZU SA Articles of Association and submitting the aforementioned motion to the PZU SA Supervisory Board for opinion**

Pursuant to § 4 item 21 of the PZU SA Management Board Bylaws, the following is hereby resolved:

**§ 1**

The following draft changes to the PZU SA Articles of Association are hereby adopted:

1) § 18 of the Articles of Association in its current wording:

**„§ 18.**

The powers of the Shareholder Meeting, in addition to other matters reserved for it pursuant to the act or the Articles of Association, shall include adoption of resolutions in the following matters:

- 1) examining and approving the Company's Management Board activity report and the financial statements for the previous financial year and discharging individual members of the Company's governing bodies on the performance of their duties;
- 2) distributing profits or covering losses;
- 3) making decisions on claims to remedy damages incurred during the establishment of the Company or in its management or oversight;
- 4) selling or leasing a business or an organized part thereof and establishing a limited material right thereon;
- 5) retiring shares;
- 6) issuing bonds;
- 7) establishing special reserve capital and deciding about using it and about how to use it;
- 8) splitting the Company, merging the Company with another company, winding up or dissolving the Company;
- 9) appointing and dismissing Supervisory Board members, without prejudice to § 20;
- 10) establishing the rules for remunerating Supervisory Board members.”

shall have the following new wording:

**„§ 18.**

The powers of the Shareholder Meeting, in addition to other matters reserved for it pursuant to the act or the Articles of Association, shall include adoption of resolutions in the following matters:

- 1) examining and approving the Company's Management Board activity report and the financial statements for the previous financial year and discharging individual members of the Company's governing bodies on the performance of their duties;
  - 2) distributing profits or covering losses;
  - 3) making decisions on claims to remedy damages incurred during the establishment of the Company or in its management or oversight;
  - 4) selling or leasing a business or an organized part thereof and establishing a limited material right thereon;
  - 5) retiring shares;
  - 6) issuing bonds;
  - 7) establishing special reserve capital and deciding about using it and about how to use it;
  - 8) splitting the Company, merging the Company with another company, winding up or dissolving the Company;
  - 9) appointing and dismissing Supervisory Board members, without prejudice to § 20;
  - 10) establishing the rules for remunerating Supervisory Board members;
  - 11) having the Company buy or sell real estate, perpetual usufruct or a share in real estate or perpetual usufruct whose gross value exceeds the equivalent of EUR 30,000,000 (thirty million euro)."
- 2) § 25 in sec. 2 item 12 of the Articles of Association, in its current wording:  
„12) granting consent to purchase or sell real estate, perpetual usufruct or share in real estate or perpetual usufruct whose value exceeds the equivalent of EUR 3,000,000;”

shall have the following new wording:

„12) granting consent to purchase or sell real estate, perpetual usufruct or share in real estate or perpetual usufruct whose gross value exceeds the equivalent of EUR 3,000,000 (three million euro);”

## § 2

1. It is hereby resolved to submit to the PZU SA Shareholder Meeting a motion to amend the PZU SA Articles of Association, as mentioned in § 1.
2. It is hereby resolved that the motion to the PZU SA Shareholder Meeting referred to in section 1 shall be submitted to the PZU SA Supervisory Board for opinion.

## § 3

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

*The vote was taken by open ballot.*

*Number of attendees: 5 Voting in favor: 5 Voting against: 0 Number of abstentions: 0*

CEO of PZU SA

**Andrzej Klesyk**

# **DRAFT**

In reference to 5. of the Agenda

## **RESOLUTION NO. 3/2012**

### **OF THE EXTRAORDINARY SHAREHOLDER MEETING OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**of 8 February 2012**

**in the matter of amending the Company's Articles of Association**

Acting pursuant to art. 430 § 1 of the Commercial Company Code and § 16 section 1 item 1 of the Articles of Association of PZU SA, the Extraordinary Shareholder Meeting of PZU SA has resolved as follows:

#### **§ 1**

1) § 18 shall read as follows:

#### **"§ 18**

Adopting resolutions in the following matters belongs to the Shareholder Meeting's powers in addition to other matters stipulated as being within its powers in accordance with a statute or the Articles of Association:

- 1) examination and approval of the Management Board's report on the Company's activity and the financial statement for the previous financial year and granting a discharge to individual members of the Company's corporate bodies on the performance of their duties,
- 2) distribution of profit or covering the loss,
- 3) decisions on claims to remedy damages incurred during the incorporation of the Company or in its administration or oversight,
- 4) sale or lease of the enterprise or an organized part thereof and establishment of a limited material right thereon,
- 5) retirement of shares,
- 6) issue of bonds,
- 7) establishment of reserve capital accounts and decision on their allocation or manner of allocation,
- 8) division of the Company, merger of the Company with another company, winding up or dissolving the Company,
- 9) appointment and dismissal of Supervisory Board members, without prejudice to §20,
- 10) establishment of the rules for remunerating the Supervisory Board members,

**DRAFT**

- 11) purchase or sale of real estate, perpetual usufruct or a share in real estate or perpetual usufruct by the Company whose value exceeds the equivalent of EUR 30,000,000, (EUR thirty million) gross.”
  
- 2) § 25 sec. 2 item 12 shall read as follows:
  - “12) granting consent to the purchase or sale of real estate, a perpetual usufruct right or a share in real estate or a perpetual usufruct right whose value exceeds the equivalent of EUR 3,000,000, (EUR three million) gross.”

§ 2

This Resolution comes into force as of the date of its adoption.

Chairperson of  
the Extraordinary Shareholder Meeting of PZU SA