

**RESOLUTION NO.            /2010**

**adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń  
Spółka Akcyjna on 10 June 2010**

**in the matter of changes to the principles of remunerating the Company's Supervisory  
Board members**

Acting pursuant to § 392 § 1 of the Commercial Company Code and § 18 sec. 1 item 10 of the Company's Articles of Association, the Ordinary Shareholder Meeting hereby resolves as follows:

**§ 1**

The monthly remuneration of the members of the Company's Supervisory Board is hereby set in the following amounts:

- a) Supervisory Board Chairman – PLN 16,000 (say: sixteen thousand zloty),
- b) Supervisory Board Deputy Chairman – PLN 14,000 (say: fourteen thousand zloty),
- c) Supervisory Board Secretary – PLN 12,000 (say: twelve thousand zloty),
- d) Supervisory Board member – PLN 10,000 (say: ten thousand zloty).

**§ 2**

1. The Supervisory Board members shall receive the remuneration referred to in § 1 regardless of how frequently meetings are convened.
2. The remuneration shall not be due for the month in which a Supervisory Board member was absent from a meeting without a justified reason. The Supervisory Board shall make a decision by way of a resolution adopted at its meeting whether the absence of a Supervisory Board member is justified or not.
3. If the appointment, dismissal or resignation occurs during a calendar month, the remuneration referred to in § 1 shall be calculated pro rata to the number of days in which the function is performed.
4. The remuneration referred to in § 1 is gross remuneration paid by the 10<sup>th</sup> day of the month following the month for which the remuneration is due.
5. In addition to the remuneration referred to in § 1, a Supervisory Board member shall receive reimbursement for costs incurred in connection with performing the function, in particular the costs of travelling from the place of residence to the place in which the Supervisory Board meeting is held and back and the costs of food and lodging.

**§ 3**

Resolution no. 27/2004 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 29 June 2004 to determine the principles of remunerating the PZU SA Supervisory Board members is hereby repealed.

**§ 4**

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

Urszula Mikołajczyk  
[signed]  
legal advisor  
WA 3456