

**Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna**

**Motion  
to the Shareholder Meeting of PZU SA**

**Regarding:**

amendments to the PZU SA Articles of Association

**Body of the motion:**

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (**PZU**) hereby moves for the adoption of a resolution on the amendments to the PZU SA Articles of Association in the wording defined in the attachment to this motion.

**Justification:**

The Management Board of PZU SA has resolved to move to the PZU SA Ordinary Shareholder Meeting to adopt a resolution on amendments to the Articles of Association of PZU SA.

The requested amendments to the Articles of Association of PZU SA result primarily from the amendments to the Act of 16 December 2016 on Rules for Managing State Property.

The amending Act:

- 1) enables:
  - a) change of the corporate body in charge of giving consent to specific legal transactions from the shareholder meeting to the supervisory body,
  - b) submission, to the supervisory body instead of the shareholder meeting, of the report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services (hereinafter: "report on representation expenditures");
- 2) extends the list of reports to be submitted by the management body referred to in item 1(b) with the report on the application of best practices, in particular in respect of corporate governance, corporate social responsibility and sponsoring activities, addressed to companies in which the State Treasury holds an equity stake ("best practices"), as defined by the Prime Minister;
- 3) specifies that agreements to provide legal, marketing, public relations and public communication services or management consulting services will require the consent of the supervisory body if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually, which is intended to prevent the execution of agreements where the above threshold is exceeded by breaking down the fee into several agreements entered into with the same entity;
- 4) fine-tunes the provisions concerning the disposal of shares or security interests by specifying that the market value of such instruments should be taken into account;
- 5) fine-tunes the rules governing the disposal of non-current assets by the Company by including the auction procedure (in addition to the tender procedure) and specifies that the market value of the asset being disposed of should be taken into account.

The following are the most significant amendments to the Articles of Association of PZU SA made in connection with the adoption of the amending Act:

- 1) change, from the Shareholder Meeting to the Supervisory Board, of the corporate body in charge of the following:

- a) review of the report on representation expenditures,
  - b) consent to perform the activities referred to in Article 17 Section 1 Items 1-4 of the Act pertaining to the disposal of non-current assets, the acquisition of non-current assets, the subscription or acquisition of shares in another company and the disposal of shares in another company, with the values specified in the Act (current § 18a of the Articles of Association);
- 2) extension of the list of reports to be submitted by the Management Board for review by the Supervisory Board with the report on the application of best practices;
  - 3) clarification of the rules governing the calculation of the value of agreements to provide legal, marketing, public relations and public communication services and management consulting services which require that approval be obtained from the Supervisory Board;
  - 4) fine-tuning of the provisions concerning the disposal of shares or security interests by specifying that the market value of such instruments should be taken into account;
  - 5) inclusion of the auction procedure (in addition to the tender procedure) in the rules governing the disposal of non-current assets by the Company and specification that the market value of the asset being disposed of should be taken into account;
  - 6) other changes of an editorial nature introduced to the Act by the amending Act.

Furthermore, it is hereby requested that the powers of the Shareholder Meeting be extended to include the setting of the rules for shaping the compensation of Management Board Members in connection with the Act of 9 June 2016 on the Rules for Shaping the Compensation of Persons Managing Certain Companies, while retaining the powers of the Supervisory Board to set the rules and amounts of compensation of Management Board Members, taking into account the rules set forth in this respect by the Shareholder Meeting.

According to § 25 section 2 item 19 of the Articles of Association of PZU SA, before submission to the Shareholder Meeting, the Supervisory Board issued an opinion on the draft amendments of the Articles of Association.

**Submitted on behalf of the PZU Management Board by:**

*/Małgorzata Sadurska/*

*/Marcin Eckert/*

**Attachments:**

- 1) Resolution no. UZ/107/2019 in the matter of a motion to the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Shareholder Meeting on amendments to the Articles of Association of PZU SA;
- 2) Resolution no. URN/56/2019 in the matter of evaluation of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Management Board's motion on amendments to the Articles of Association of PZU SA;
- 3) Draft resolution of the PZU Shareholder Meeting on amendments to the Articles of Association of PZU SA.



**RESOLUTION NO. UZ/107/2019**

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

**on 19 April 2019**

**in the matter of a motion to the PZU SA Ordinary Shareholder Meeting on amendments to the Articles of Association of PZU SA**

Pursuant to § 4 items 20 and 21 and § 13 section 4 of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Management Board Bylaws, the following is hereby resolved:

§ 1

A motion shall be submitted to the PZU SA Ordinary Shareholder Meeting to adopt a resolution on the following amendments to the Articles of Association of PZU SA:

1) in § 18:

a) item 1a currently reading as follows:

“1a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”;

shall be repealed,

b) item 11, currently reading as follows:

“11) granting consent for the Company to purchase or sell real property, perpetual usufruct or share in real property or in perpetual usufruct, the gross value of which exceeds the equivalent of EUR 30,000,000 (thirty million), subject to § 18a.”

shall read as follows:

“11) granting consent for the Company to purchase or sell real property, perpetual usufruct or share in real property or in perpetual usufruct, the gross value of which exceeds the equivalent of EUR 30,000,000 (thirty million).”,

c) after item 11, the period shall be replaced by a semicolon, and item 12 shall be added, reading as follows:

“12) setting the rules for shaping the compensation of Management Board members.”;

2) § 18a currently reading as follows:

§ 18a

“The following require consent from the Shareholder Meeting:

- 1) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29

September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
    - one year – if the asset was handed over under agreements signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
  - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
    - one year – if the asset is handed over under an agreement signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
- 2) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 3) subscription or acquisition of shares in another company, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 4) disposal of shares in another company, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”

shall be repealed;

3) in § 25, section 2:

a) after item 3, the following item 3a shall be added:

“3a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services as well as the report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake;”

b) item 4 currently reading as follows:

“4) concluding, terminating and amending agreements with Management Board members and setting the rules for their compensation;”

shall read as follows:

“4) concluding, terminating and amending agreements with Management Board members and setting the rules for their compensation, giving consideration to the rules defined by the Shareholder Meeting, in accordance with § 18 item 12;”

c) item 7 currently reading as follows:

“7) accepting motions submitted by the Management Board to purchase, subscribe for or sell ownership interest and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, excluding the cases, in which the decision in this respect is made by the Shareholder Meeting pursuant to § 18a;”

shall read as follows:

“7) giving consent to the purchase, subscription for or disposal of ownership interests and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, except that the following require approval of the Supervisory Board:

- a) subscription or acquisition of shares or ownership interests in another company, with the value exceeding:
  - PLN 100,000,000, or
  - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- b) disposal of shares or ownership interests in another company, with the market value exceeding:
  - PLN 100,000,000, or
  - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;”;

4) in § 25a:

a) item 1 currently reading as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services is greater than PLN 500,000 annually;”

shall read as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;”

b) after item 4, the period shall be replaced by a semicolon, and items 5-6 shall be added, reading as follows:

- “5) subject to § 18 item 11, the disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:
- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
    - one year – if the asset was handed over under agreements signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
  - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
    - one year – if the asset is handed over under an agreement signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
- 6) subject to § 18 item 11, the purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”;

5) in § 27, section 1a, which currently reads as follows:

“1a. The Management Board shall prepare and present to the Shareholder Meeting a report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”

shall read as follows:

“1a. The Management Board prepares and presents to the Supervisory Board:

- 1) report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services;
- 2) report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake.”;

6) in § 36a:

a) section 1 currently reading as follows:

“1. Disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 is effected in a tender procedure in the case of assets worth more than 0.1% of total assets determined on the basis of the most recent approved financial statements, unless the value of the asset sold does not exceed PLN 20,000.”

shall read as follows:

“1. Disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 is effected in a tender or auction procedure in the case of assets whose market value is greater than 0.1% of total assets determined on the basis of the most recent approved financial statements, unless the value of the asset sold is less than or equal to PLN 20,000.”,

b) in section 2, the introduction to the enumeration which currently reads as follows:

“2. The Company may dispose of the non-current assets referred to in section 1 without a tender:”

shall read as follows:

“2. The Company may dispose of the non-current assets referred to in section 1 without a tender or auction:”.

#### § 2

A motion shall be submitted to the PZU SA Supervisory Board to issue an opinion on the motion referred to in § 1.

#### § 3

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

Number of persons voting: 6 All the Management Board Members have been advised of the content of the resolution.

Number of votes in favor: 6 Number of votes against: 0 Number of abstentions: 0

President of the Management Board Paweł Surówka Management Board Member Roger Hodgkiss	.....	Management Board Member Marcin Eckert	.....
Management Board Member Maciej Rapkiewicz	.....	Management Board Member Tomasz Kulik	.....
		Management Board Member Małgorzata Sadurska	.....



**RESOLUTION NO. URN/56/2019**

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

**on 24 April 2019**

**in the matter of evaluation of the PZU SA Management Board's motion on amendments to the Articles of Association of PZU SA**

Pursuant to § 13 and § 25 section 2 item 19 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and § 13 section 1 item 19 and § 24 section 1 of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Supervisory Board Bylaws, the following is hereby resolved:

§ 1

The PZU SA Supervisory Board hereby issues a positive opinion on the PZU SA Management Board's motion to the PZU SA Ordinary Shareholder Meeting on the following amendments to the Articles of Association of PZU SA:

1) in § 18:

a) item 1a currently reading as follows:

“1a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”;

shall be repealed,

b) item 11, currently reading as follows:

“11) granting consent for the Company to purchase or sell real property, perpetual usufruct or share in real property or in perpetual usufruct, the gross value of which exceeds the equivalent of EUR 30,000,000 (thirty million), subject to § 18a.”

shall read as follows:

“11) granting consent for the Company to purchase or sell real property, perpetual usufruct or share in real property or in perpetual usufruct, the gross value of which exceeds the equivalent of EUR 30,000,000 (thirty million).”,

c) after item 11, the period shall be replaced by a semicolon, and item 12 shall be added, reading as follows:

“12) setting the rules for shaping the compensation of Management Board members.”;

2) § 18a currently reading as follows:



§ 18a

“The following require consent from the Shareholder Meeting:

- 1) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:
  - a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
    - one year – if the asset was handed over under agreements signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
  - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
    - one year – if the asset is handed over under an agreement signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
- 2) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
  - a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 3) subscription or acquisition of shares in another company, with the value exceeding:
  - a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 4) disposal of shares in another company, with the value exceeding:
  - a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”

shall be repealed;

3) in § 25, section 2:

a) after item 3, the following item 3a shall be added:

“3a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services as well as the report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake;”,

b) item 4 currently reading as follows:

“4) concluding, terminating and amending agreements with Management Board members and setting the rules for their compensation;”

shall read as follows:

“4) concluding, terminating and amending agreements with Management Board members and setting the rules for their compensation, giving consideration to the rules defined by the Shareholder Meeting, in accordance with § 18 item 12;”

c) item 7 currently reading as follows:

“7) accepting motions submitted by the Management Board to purchase, subscribe for or sell ownership interest and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, excluding the cases, in which the decision in this respect is made by the Shareholder Meeting pursuant to § 18a;”

shall read as follows:

“7) giving consent to the purchase, subscription for or disposal of ownership interests and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, except that the following require approval of the Supervisory Board:

- a) subscription or acquisition of shares or ownership interests in another company, with the value exceeding:
  - PLN 100,000,000, or
  - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- b) disposal of shares or ownership interests in another company, with the market value exceeding:
  - PLN 100,000,000, or
  - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;”;

4) in § 25a:

a) item 1 currently reading as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services is greater than PLN 500,000 annually;”

shall read as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;”

b) after item 4, the period shall be replaced by a semicolon, and items 5-6 shall be added, reading as follows:

“5) subject to § 18 item 11, the disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of

those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
    - one year – if the asset was handed over under agreements signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
  - b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
    - one year – if the asset is handed over under an agreement signed for an indefinite term,
    - the entire term of the agreement – in the case of agreements signed for a definite term,
- 6) subject to § 18 item 11, the purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”;

5) in § 27, section 1a, which currently reads as follows:

“1a. The Management Board shall prepare and present to the Shareholder Meeting a report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”

shall read as follows:

“1a. The Management Board prepares and presents to the Supervisory Board:

- 1) report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services;
- 2) report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake.”;

6) in § 36a:

a) section 1 currently reading as follows:

“1. Disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 is effected in a tender procedure in the case of assets worth more than 0.1% of total assets determined on the basis of the most recent approved financial statements, unless the value of the asset sold does not exceed PLN 20,000.”

shall read as follows:

“1. Disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 is effected in a tender or auction procedure in the case of assets whose market value is greater than 0.1% of total assets determined on the basis of the most recent approved financial statements, unless the value of the asset sold is less than or equal to PLN 20,000.”,

b) in section 2, the introduction to the enumeration which currently reads as follows:

“2. The Company may dispose of the non-current assets referred to in section 1 without a tender:”

shall read as follows:

“2. The Company may dispose of the non-current assets referred to in section 1 without a tender or auction:”.

§ 2

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

The vote was taken in an open ballot.

Number of attendees: 9 Number of votes in favor: 9 Number of votes against: 0 Number of abstentions: 0

Supervisory Board Chairman  
*Maciej Łopiński* .....

Supervisory Board Deputy Chairman  
*Paweł Górecki* .....

Supervisory Board Secretary  
*Alojzy Nowak* .....

Supervisory Board Member  
*Marcin Chludziński* .....

Supervisory Board Member  
*Agata Górnicka* .....

Supervisory Board Member  
*Robert Jastrzębski* .....

Supervisory Board Member  
*Katarzyna Lewandowska* .....

Supervisory Board Member  
*Robert Śnitko* .....

Supervisory Board Member  
*Maciej Zaborowski* .....

**RESOLUTION NO. ..../2019**

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING**

**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**on 24 May 2019**

**to amend PZU SA's Articles of Association**

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 430 § 1 of the Commercial Company Code, the Ordinary Shareholder Meeting resolves as follows:

§ 1

The following amendments are hereby made to the Articles of Association of PZU SA:

1) in § 18:

a) item 1a currently reading as follows:

“1a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”;

shall be repealed,

b) item 11, currently reading as follows:

“11) granting consent for the Company to purchase or sell real property, perpetual usufruct or share in real property or in perpetual usufruct, the gross value of which exceeds the equivalent of EUR 30,000,000 (thirty million), subject to § 18a.”

shall read as follows:

“11) granting consent for the Company to purchase or sell real property, perpetual usufruct or share in real property or in perpetual usufruct, the gross value of which exceeds the equivalent of EUR 30,000,000 (thirty million).”,

c) after item 11, the period shall be replaced by a semicolon, and item 12 shall be added, reading as follows:

“12) setting the rules for shaping the compensation of Management Board members.”;

2) § 18a currently reading as follows:

§ 18a

“The following require consent from the Shareholder Meeting:

1) disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

a) lease, rental and other agreements to hand over an asset for use to other entities against

- payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
- one year – if the asset was handed over under agreements signed for an indefinite term,
  - the entire term of the agreement – in the case of agreements signed for a definite term,
- b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
- one year – if the asset is handed over under an agreement signed for an indefinite term,
  - the entire term of the agreement – in the case of agreements signed for a definite term,
- 2) purchase of non-current assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 3) subscription or acquisition of shares in another company, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;
- 4) disposal of shares in another company, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”

shall be repealed;

3) in § 25, section 2:

a) after item 3, the following item 3a shall be added:

“3a) reviewing the Management Board report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services as well as the report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake;”

b) item 4 currently reading as follows:

“4) concluding, terminating and amending agreements with Management Board members and setting the rules for their compensation;”

shall read as follows:

“4) concluding, terminating and amending agreements with Management Board members and setting the rules for their compensation, giving consideration to the rules defined by the Shareholder Meeting, in accordance with § 18 item 12;”

c) item 7 currently reading as follows:

“7) accepting motions submitted by the Management Board to purchase, subscribe for or sell ownership interest and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, excluding the cases, in which the decision in this respect is made by the Shareholder Meeting pursuant to § 18a;”

shall read as follows:

“7) giving consent to the purchase, subscription for or disposal of ownership interests and shares in companies and on the Company’s participation in other entities – the Supervisory Board may define the maximum amount, the terms and conditions and the procedure that the Management Board may use to conduct the foregoing activities without the obligation to obtain an approval from the Supervisory Board, except that the following require approval of the Supervisory Board:

- a) subscription or acquisition of shares or ownership interests in another company, with the value exceeding:
  - PLN 100,000,000, or
  - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements,
- b) disposal of shares or ownership interests in another company, with the market value exceeding:
  - PLN 100,000,000, or
  - 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements;”;

4) in § 25a:

a) item 1 currently reading as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services is greater than PLN 500,000 annually;”

shall read as follows:

“1) executing an agreement to provide legal, marketing, public relations and public communication services or management consulting services if the total net fee to be paid for such services under this agreement or other agreements executed with the same entity is greater than PLN 500,000 annually;”,

b) after item 4, the period shall be replaced by a semicolon, and items 5-6 shall be added, reading as follows:

“5) subject to § 18 item 11, the disposal of non-current assets within the meaning of the Accounting Act of 29 September 1994 classified as intangible assets, property, plant and equipment or long-term investments, including contribution to a company or a cooperative – if the market value of those assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements; and also handing those assets over for use to another entity for a period longer than 180 days in a calendar year based on a legal act, if the market value of the subject matter of the legal act exceeds 5% of total assets, whereas the handing over of assets for use in the case of:

- a) lease, rental and other agreements to hand over an asset for use to other entities against payment, the market value of the subject matter of a legal act is defined as the value of benefits for:
  - one year – if the asset was handed over under agreements signed for an indefinite term,
  - the entire term of the agreement – in the case of agreements signed for a definite term,
- b) lending for use agreements and other agreements to hand over an asset to other entities for gratuitous use, the market value of the subject matter of a legal act is defined as the value of benefits that would be due if a lease or rental agreement was executed instead, for:
  - one year – if the asset is handed over under an agreement signed for an indefinite term,
  - the entire term of the agreement – in the case of agreements signed for a definite term,

6) subject to § 18 item 11, the purchase of non-current assets within the meaning of the Accounting

Act of 29 September 1994, with the value exceeding:

- a) PLN 100,000,000, or
- b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the most recent approved financial statements.”;

5) in § 27, section 1a, which currently reads as follows:

“1a. The Management Board prepares and presents to the Shareholder Meeting a report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services.”

shall read as follows:

“1a. The Management Board prepares and presents to the Supervisory Board:

- 1) report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services;
- 2) report on the application of best practices, as defined by the Prime Minister pursuant to the Act on Rules for Managing State Property, addressed to companies in which the State Treasury holds an equity stake.”;

6) in § 36a:

a) section 1 currently reading as follows:

“1. Disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 is effected in a tender procedure in the case of assets worth more than 0.1% of total assets determined on the basis of the most recent approved financial statements, unless the value of the asset sold does not exceed PLN 20,000.”

shall read as follows:

“1. Disposal by the Company of non-current assets within the meaning of the Accounting Act of 29 September 1994 is effected in a tender or auction procedure in the case of assets whose market value is greater than 0.1% of total assets determined on the basis of the most recent approved financial statements, unless the value of the asset sold is less than or equal to PLN 20,000.”,

b) in section 2, the introduction to the enumeration which currently reads as follows:

“2. The Company may dispose of the non-current assets referred to in section 1 without a tender:”

shall read as follows:

“2. The Company may dispose of the non-current assets referred to in section 1 without a tender or auction:”.

## § 2

The Supervisory Board is hereby authorized to prepare the consolidated version of the Articles of Association including the amendments introduced by this resolution.

## § 3

The Resolution shall come into force on the date of its adoption, subject to entering the amendments to the Articles of Association of PZU SA in the register of commercial undertakings of the National Court Register.

Chairperson  
of the Ordinary Shareholder Meeting of PZU SA