



Prepared on: 2019-05-06

Abridged name of the issuer: PZU SA

### Current Report 8/2019

Subject: **Change to the agenda of the Ordinary General Meeting of PZU SA convened for 24 May 2019**

Legal basis: Article 56(1)(2) of the Act on Public Offering – current and periodic information

Content of the report:

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna with its registered office in Warsaw (“**PZU SA**”, “**Company**”) acting on the basis of Article 401 Section 2 of the Code of Commercial Companies (“**CCC**”) informs that on 30 April 2019 the Company received from the State Treasury of the Republic of Poland (“**State Treasury**”), a PZU shareholder representing more than 5% of the share capital of the Company, a demand made on the basis of Article 401 Section 1 CCC to extend the agenda of the Ordinary General Meeting of Shareholders of the Company to take place on 24 May 2019 (“**Ordinary General Meeting of Shareholders**”), to include the following **items**:

- 1. Adoption of a resolution amending Resolution No 4/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna amended with Resolution No 38/2017 of the Ordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 29 June 2017 amending Resolution No 4 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (“Resolution 4/2017”).**
- 2. Adoption of a resolution amending Resolution No 5/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Supervisory Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna.**

**with rationale and draft resolutions.**

At the request of the State Treasury, the agenda of the Ordinary General Meeting of Shareholders has been amended to include, after paragraph 19, paragraphs 20 and 21 which read as follows:

“20. Adoption of a resolution amending Resolution No 4/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna amended with Resolution No 38/2017 of the Ordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 29 June 2017 amending Resolution No 4 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (“Resolution 4/2017”).

21. Adoption of a resolution amending Resolution No 5/2017 of the Extraordinary General Meeting of

Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Supervisory Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna.”

and the existing paragraph 20 which read “Closing of the Ordinary General Meeting of Shareholders” shall be paragraph No 22.

In connection therewith, the Company hereby announces the amended agenda of the Ordinary General Meeting of Shareholders:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Appointment of the Chairman of the Ordinary General Meeting of Shareholders.
3. Declaration that the Ordinary General Meeting of Shareholders has been properly convened and is capable of passing resolutions.
4. Adoption of the Meeting's agenda.
5. Review of the Financial Statements of PZU SA for the financial year ended on 31 December 2018.
6. Review of the Consolidated Financial Statements of PZU SA Group prepared in accordance with the International Financial Reporting Standards for the financial year ended on 31 December 2018.
7. Review of the Report of the Management Board on the activities of PZU Group and PZU SA for 2018 and the Report on non-financial data of PZU Group and PZU SA for 2018.
8. Review of the Report of the Supervisory Board of PZU SA on the assessment of the Financial Statements of PZU SA for the year ended on 31 December 2018, Consolidated Financial Statements of PZU SA Group for the year ended on 31 December 2018, Report of the Management Board on the activities of PZU Group and PZU SA for 2018 and the motion of the Management Board on the distribution of profit after tax of PZU SA for the year ended on 31 December 2018.
9. Review of the Report of the Supervisory Board of PZU SA on the activities of the Supervisory Board of PZU SA as the Company's governing body in 2018.
10. Review of the Report of the Management Board of PZU SA on business entertainment costs, as well as legal expenses, marketing expenses, public relations services, social communication services and management-related consulting services for 2018.
11. Approval of the Financial Statements of PZU SA for the financial year ended on 31 December 2018.
12. Approval of the Consolidated Financial Statements of PZU SA Group prepared in accordance with the International Financial Reporting Standards for the financial year ended on 31 December 2018.
13. Approval of the Report of the Management Board on the activities of PZU Group and PZU SA for 2018 and the Report on non-financial data of PZU Group and PZU SA for 2018.
14. Adoption of a resolution on the distribution of profit after tax of PZU SA for the financial year ended on 31 December 2018.
15. Adoption of resolutions on approval of fulfilment of duties by Members of the Management Board of PZU SA in 2018.
16. Adoption of resolutions on approval of fulfilment of duties by Members of the Supervisory Board of PZU SA in 2018.
17. Adoption of resolutions on appointing Members of the Supervisory Board of PZU SA for the new term of office.
18. Adoption of a resolution amending the Statute of PZU SA.
19. Adoption of a resolution granting consent to purchase securities issued, backed, or guaranteed by the State Treasury of the Republic of Poland.
20. Adoption of a resolution amending Resolution No 4/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna amended with Resolution No 38/2017 of the Ordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 29 June 2017 amending Resolution No 4 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka

Akcyjna ("Resolution 4/2017").

21. Adoption of a resolution amending Resolution No 5/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Supervisory Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna.
22. Closing of the Ordinary General Meeting of Shareholders.

Attached, the Management Board of the Company provides the motion by the shareholder State Treasury with rationale and draft resolutions.

Legal basis: Section 19(1)(3) of Regulation of the Minister of Finance of 29 March 2018 on ongoing and periodic provision of information by issuers of securities and the conditions under which information required pursuant to legislation of countries other than Member States is recognised as equivalent.

**Attachments:**

<b>File</b>	<b>Description</b>
Motion by the State Treasury, with rationale and draft resolutions.pdf	Motion by the State Treasury, with rationale and draft resolutions.

SIGNATURES OF THE PERSONS REPRESENTING THE COMPANY:

*Date*

*Full name*

*Position and function*