

In reference to item 2 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

on electing the Chairperson of the Ordinary Shareholder Meeting of PZU SA

Pursuant to Article 409 § 1 of the Commercial Company Code and § 17 Section 2 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby resolves to elect Mr./Ms. as the Chairperson of the Ordinary Shareholder Meeting of PZU SA.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

**for the draft resolution to elect the Chairperson
of the Ordinary Shareholder Meeting of PZU SA**

In accordance with Article 409 § 1 of the Commercial Company Code, the Chairperson is elected from among the persons authorized to participate in the Shareholder Meeting. Pursuant to § 17 sec. 2 of the PZU SA Articles of Association, the Shareholder Meeting is opened by the Chairperson or Deputy Chairperson of the Supervisory Board, after which the Chairperson of the Meeting is elected from among those entitled to vote. In the absence of these persons, the Shareholder Meeting is opened by the president of the management board or a person designated by the management board.

Pursuant to § 11(2) of the Rules and Regulations of the Shareholder Meeting of PZU SA, each participant in the Shareholder Meeting has the right to run for Chairperson of the Shareholder Meeting or submit for the record one candidate for this position.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting.

In reference to item 4. of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

on accepting the agenda of the Ordinary Shareholder Meeting of PZU SA

The Ordinary Shareholder Meeting of PZU SA held on 7 June 2023 hereby resolves as follows:

§ 1

The following agenda of the Ordinary Shareholder Meeting of PZU SA is hereby adopted:

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 that it is capable of adopting resolutions.
4. Adopt the agenda of the meeting.
5. Review the Financial Statements of PZU SA for the year ended 31 December 2022.
6. Review the consolidated financial statements of the PZU Group for the year ended 31 December 2022, prepared in accordance with International Financial Reporting Standards.
7. Review the Management Board Report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2022 and the Non-financial report of the PZU Group and PZU SA for 2022.
8. Review the PZU SA Supervisory Board Report for 2022.
9. Review the PZU SA Management Board Report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services for 2022.
10. Approve the Financial Statements of PZU SA for the year ended 31 December 2022.
11. Approve the consolidated financial statements of the PZU Group for the year ended 31 December 2022, prepared in accordance with International Financial Reporting Standards.
12. Approve the Management Board Report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2022 and the Non-financial report of the PZU Group and PZU SA for 2022.
13. Approve the PZU SA Supervisory Board Report for 2022.
14. Adopt a resolution on the distribution of PZU SA's net profit for the year ended 31 December 2022.
15. Adopt resolutions to discharge the PZU SA Management Board members on the performance of their duties in 2022.
16. Adopt resolutions to discharge the PZU SA Supervisory Board members on the performance of their duties in 2022.
17. Adopt resolutions on secondary assessment of suitability of the PZU SA Supervisory Board members.
18. Adopt a resolution on an amendment to the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee.
19. Adopt resolutions regarding the assessment of individual suitability of candidates for PZU SA Supervisory Board members of the new term of office.
20. Adopt a resolution in the matter of assessing collective suitability of the Supervisory Board.
21. Adopt resolutions to appoint members of the PZU SA Supervisory Board of the new term of office.
22. Adopt resolutions to amend the PZU SA Articles of Association.
23. Adopt a resolution to amend the Compensation Policy for the PZU SA Management Board and Supervisory Board Members.
24. Issue an opinion on the PZU SA Supervisory Board Report on Compensation of PZU SA Management Board and Supervisory Board Members in 2022.
25. Adjourn the Ordinary Shareholder Meeting.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution on accepting the agenda of the Ordinary Shareholder Meeting of PZU SA

The Shareholder Meeting is held in accordance with the accepted agenda. The agenda included in the draft resolution is proposed by the PZU SA Management Board. According to Article 404 § 1 of the Commercial Company Code, no resolution may be adopted on matters which are not included in the agenda unless the entire share capital is represented at the Shareholder Meeting and none of the persons present object to the adoption of the resolution.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting.

In reference to item 9. of the Agenda

RESOLUTION NO. .../2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023**

on the PZU SA Management Board Report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services for 2022

Pursuant to § 18 item 1a of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Articles of Association, the following is hereby resolved:

§ 1

The Ordinary Shareholder Meeting reviewed the report of the PZU SA Management Board on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services for 2022 is approved, with the wording set forth in the attachment to the resolution.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution on the PZU SA Management Board Report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services for 2022

Pursuant to § 18 item 1a of PZU SA Articles of Association, the powers of the PZU SA Shareholder Meeting include the adoption of a resolution on review of the Management Board's report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services. In view of the above obligation, the PZU SA Management Board has prepared a report and requests its review.

In reference to item 10 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to approve the Financial Statements of Powszechny Zakład Ubezpieczeń Spółka Akcyjna for the year ended 31 December 2022 prepared in accordance with the Polish Accounting Standards

Pursuant to Article 395 § 2 Item 1 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA, after a review, approves the Financial Statements of Powszechny Zakład Ubezpieczeń Spółka Akcyjna for the year ended 31 December 2022 prepared in accordance with the Polish Accounting Standards including:

- 1) balance sheet prepared as at 31 December 2022, showing total balance sheet value of PLN 45,935,032 thousand (forty-five billion nine hundred and thirty-five million thirty-two thousand Polish zloty);
- 2) revenue account of non-life insurance for the period from 1 January to 31 December 2022, showing a technical result to be transferred to the general profit and loss account in the amount of PLN 1,266,929 thousand (one billion two hundred sixty-six million nine hundred twenty-nine thousand Polish zloty);
- 3) general profit and loss account for the period from 1 January to 31 December 2022, showing a net profit of PLN 1,636,774 thousand (one billion six hundred thirty-six million seven hundred seventy-four thousand Polish zloty);
- 4) statement of changes in equity, showing an increase in equity during the financial year ended 31 December 2022 by the amount of PLN 47,776 thousand (forty-seven million seven hundred and seventy-six thousand Polish zloty);
- 5) cash flow statement, showing a decrease in cash in the course of the financial year ended 31 December 2022 by PLN 15,115 thousand (fifteen million one hundred and fifteen thousand Polish zloty);
- 6) notes to the Financial Statements for the year ended 31 December 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson

of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION
for the draft resolution to approve the Financial Statements of Powszechny Zakład Ubezpieczeń
Spółka Akcyjna for the year ended 31 December 2022 prepared in accordance with the Polish
Accounting Standards

The Ordinary Shareholder Meeting should review and approve the financial statements for the past financial year.

Pursuant to Article 395 § 1 and § 2 item 1 of the Commercial Company Code, Article 53 of the Accounting Act of 29 September 1994, and § 10 sec. 1 and § 18(1) of the PZU SA Articles of Association, the annual financial statements are subject to approval by the Ordinary Shareholder Meeting no later than 6 months after the balance sheet date.

Detailed justification is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting to approve the Financial Statements of Powszechny Zakład Ubezpieczeń Spółka Akcyjna for the year ended 31 December 2022 prepared in accordance with the Polish Accounting Standards.

In reference to item 11 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

on 2023

to approve the Consolidated Financial Statements of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Group for the year ended 31 December 2022, prepared in accordance with the International Financial Reporting Standards

Pursuant to Article 395 § 5 of the Commercial Company Code in conjunction with Article 63c Section 4 of the Accounting Act of 29 September 1994 and § 18 item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA, after a review, hereby approves the Consolidated Financial Statements of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Group for the year ended 31 December 2022 prepared according to International Financial Reporting Standards, comprising:

- 1) consolidated statement of financial position as at 31 December 2022, showing assets and liabilities and equity totaling PLN 436,119 million (four hundred and thirty-six billion one hundred and nineteen million Polish zloty);
- 2) consolidated profit and loss account for the period from 1 January to 31 December 2022, showing a net profit of PLN 5,259 million (five billion two hundred and fifty-nine million Polish zloty);
- 3) consolidated statement of comprehensive income for the period from 1 January to 31 December 2022, showing net comprehensive income of PLN 2,335 million (two billion three hundred thirty-five million Polish zloty);
- 4) consolidated statement of changes in equity for the period from 1 January to 31 December 2022, showing a decrease in equity by PLN 242 million (two hundred and forty-two million Polish zloty);
- 5) consolidated cash flow statement for the period from 1 January to 31 December 2022, showing an increase in cash by PLN 6,513 million (six billion five hundred and thirteen million Polish zloty);
- 6) supplementary information and notes.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson

of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to approve the Consolidated Financial Statements of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Group for the year ended 31 December 2022, prepared in accordance with the International Financial Reporting Standards

Pursuant to Article 395 § 5 of the Commercial Company Code, the Ordinary Shareholder Meeting should review and approve the group's financial statements as defined in the accounting regulations.

In addition, pursuant to Article 395 § 1 and § 5 of the Commercial Company Code, in conjunction with Article 63c sec. 4 of the Accounting Act of 29 September 1994, and § 10 sec. 1 and § 18(1) of the PZU SA Articles of Association, the annual consolidated financial statements are subject to approval by the Ordinary Shareholder Meeting no later than 6 months after the balance sheet date.

Detailed justification is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting to approve the Consolidated Financial Statements of the Powszechny Zakład Ubezpieczeń Spółka Akcyjna Group for the year ended 31 December 2022, prepared in accordance with the International Financial Reporting Standards.

In reference to item 12 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

on 2023

to approve the Management Board Report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2022 and the Non-financial report of the PZU Group and PZU SA for 2022.

Pursuant to Article 395 § 2 item 1 of the Commercial Company Code in conjunction with Article 55 sec. 2a et seq. of the Accounting Act of 29 September 1994 and § 18 item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA approves the Management Board Report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2022 and the Non-Financial Report of the PZU Group and PZU SA for 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson

of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to approve the Management Board Report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2022 and the Non-financial report of the PZU Group and PZU SA for 2022

Pursuant to Article 395 § 2 item 1 of the Commercial Company Code, the Ordinary Shareholder Meeting should review and approve the Management Board report on the Company's activity and the Management Board report on the activity of the Group.

In addition, pursuant to Article 395 § 1 and § 2 item 1 of the Commercial Company Code, in conjunction with Article 55 sec. 2a et seq. of the Accounting Act of 29 September 1994, and § 10 sec. 1 and § 18(1) of the PZU SA Articles of Association, the Management Board report on the Company's activity and the Management Board report on the activity of the Group are subject to approval by the Ordinary Shareholder Meeting no later than 6 months after the balance sheet date.

Detailed justification is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting to approve the Management Board Report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2022 and the Non-financial report of the PZU Group and PZU SA for 2022.

In reference to item 13 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to approve the PZU SA Supervisory Board Report for 2022

Pursuant to Article 395 § 5 of the Commercial Company Code and § 18 item 1c of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA, after a review, approves the PZU SA Supervisory Board Report for 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson

of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to approve the PZU SA Supervisory Board Report for 2022

Pursuant to Article 382 § 3 of the Commercial Company Code, the special duties of the Supervisory Board include assessing the reports referred to in Article 395 § 2 item 1 of the Commercial Company Code in terms of their compliance with the ledgers, documents and the facts, and of the Management Board's motions distribute the profit or cover the loss, and submitting to the shareholder meeting an annual written report on the outcome of such assessment. Pursuant to Article 395 § 5 of the Commercial Company Code, the ordinary shareholder meeting may review and approve the group's financial statements as defined in the accounting regulations and other matters than those listed in § 2 of the aforementioned article.

Pursuant to § 18 item 1c of the PZU SA Articles of Association, the powers of the PZU SA Shareholder Meeting include the adoption of a resolution to review and approve the annual written report of the Supervisory Board for the previous financial year. In view of the above obligation, the PZU SA Supervisory Board has prepared a report and requests its approval.

In reference to item 14 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding the distribution of PZU SA's net profit for the year ended 31 December 2022 and the amount transferred from supplementary capital created from the net profit generated for the year ended 31 December 2021

Pursuant to Article 395 § 2 Item 2, Article 396 § 5 of the Commercial Company Code and § 18 Item 2 and § 36 of the PZU SA Articles of Association in conjunction with Article 348 of the Commercial Company Code, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

PZU SA's net profit for the financial year ended 31 December 2022 in the amount of PLN 1,636,773,956.28 (one billion six hundred thirty-six million seven hundred seventy-three thousand nine hundred fifty-six and 28/100 Polish zloty), increased by the amount of PLN 1,295,994,643.06 (one billion two hundred ninety-five million nine hundred ninety-four thousand six hundred forty-three and 06/100 Polish zloty) transferred from the supplementary capital created from the net profit for the year ended 31 December 2021, i.e. in total the amount of PLN 2,932,768,599.34 (two billion nine hundred thirty-two million seven hundred sixty-eight thousand five hundred ninety-nine and 34/100 Polish zloty) is hereby distributed as follows:

- 1) designate PLN 2,072,455,200.00 (two billion seventy-two million four hundred and fifty-five thousand two hundred and 00/100 Polish zloty), that is PLN 2.40 (two and 40/100 Polish zloty) per share, to be paid as a dividend;
- 2) designate PLN 6,701,000.00 (six million seven hundred and one thousand and 00/100 Polish zloty) for the Company Social Benefit Fund (ZFŚS);
- 3) designate PLN 853,612,399.34 (eight hundred and fifty-three million six hundred and twelve thousand three hundred and ninety-nine and 34/100 Polish zloty) for supplementary capital.

§ 2

The date as at which the list of shareholders entitled to a dividend referred to in § 1 item 1 (dividend record date) is hereby set for 7 September 2023. The dividend payment date is hereby set for 28 September 2023.

§ 3

This resolution shall come into force at the time of its adoption.

Chairperson

of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding the distribution of PZU SA's net profit for the year ended 31 December 2022 and the amount transferred from supplementary capital created from the net profit generated for the year ended 31 December 2021

Pursuant to Article 395 § 2 item 2 of the Commercial Company Code and §18 item 2 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, a motion is hereby submitted to the PZU SA Ordinary Shareholder Meeting to distribute the net profit for the financial year ended 31 December 2022 in the amount of PLN 1,636,773,956.28 (one billion six hundred thirty-six million seven hundred seventy-three thousand nine hundred fifty-six and 28/100 Polish zloty), increased by the amount of PLN 1,295,994,643.06 (one billion two hundred ninety-five million nine hundred ninety-four thousand six hundred forty-three and 06/100 Polish zloty) transferred from the supplementary capital created from the net profit for the year ended 31 December 2021, i.e. in total the amount of PLN 2,932,768,599.34 as follows:

- 1) designate PLN 2,072,455,200.00 (two billion seventy-two million four hundred and fifty-five thousand two hundred and 00/100 Polish zloty), that is PLN 2.40 (two and 40/100 Polish zloty) per share, to be paid as a dividend;
- 2) designate PLN 6,701,000.00 (six million seven hundred and one thousand and 00/100 Polish zloty) for the Company Social Benefit Fund (ZFŚS);
- 3) designate PLN 853,612,399.34 (eight hundred and fifty-three million six hundred and twelve thousand three hundred and ninety-nine and 34/100 Polish zloty) for supplementary capital.

A motion is hereby submitted to set the dividend record date at 7 September 2023 and set the dividend payment date at 28 September 2023.

Detailed justification is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting regarding the distribution of PZU SA's net profit for the year ended 31 December 2022 and the amount transferred from supplementary capital created from the net profit generated in the year ended 31 December 2021.

In reference to item 15 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Ernest Bejda on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Ernest Bejda on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Ernest Bejda on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Ernest Bejda served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Małgorzata Kot on the performance of her duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Małgorzata Kot on the performance of her duties in the PZU SA Management Board for the period in which she performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Małgorzata Kot on the performance of her duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Ms. Małgorzata Kot served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Beata Kozłowska-Chyła on the performance of her duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Beata Kozłowska-Chyła on the performance of her duties in the PZU SA Management Board for the period in which she performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Beata Kozłowska-Chyła on the performance of her duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Ms. Beata Kozłowska-Chyła served as the President of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023**

to discharge Krzysztof Kozłowski on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Krzysztof Kozłowski on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Krzysztof Kozłowski on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Krzysztof Kozłowski served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Tomasz Kulik on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Tomasz Kulik on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Tomasz Kulik on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Tomasz Kulik served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Piotr Nowak on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Piotr Nowak on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Piotr Nowak on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 28 April 2022 to 31 December 2022, during which Mr. Piotr Nowak served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Maciej Rapkiewicz on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Maciej Rapkiewicz on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Maciej Rapkiewicz on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Maciej Rapkiewicz served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Małgorzata Sadurska on the performance of her duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Małgorzata Sadurska on the performance of her duties in the PZU SA Management Board for the period in which she performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Małgorzata Sadurska on the performance of her duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Ms. Małgorzata Sadurska served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Krzysztof Szypuła on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Krzysztof Szypuła on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Krzysztof Szypuła on the performance of his duties in the PZU SA Management Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 4 February 2022, during which Mr. Krzysztof Szypuła served as a Member of the PZU SA Management Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

In reference to item 16 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

on 2023

**to discharge Marcin Chludziński on the performance of his duties in the PZU SA
Supervisory Board in 2022**

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Marcin Chludziński on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

**for the draft resolution to discharge Marcin Chludziński on the performance of his duties in the PZU SA
Supervisory Board in 2022**

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Marcin Chludziński served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Paweł Górecki on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Paweł Górecki on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Paweł Górecki on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Paweł Górecki served as a Deputy Chairperson of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Agata Górnicka on the performance of her duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Agata Górnicka on the performance of her duties in the PZU SA Supervisory Board for the period in which she performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Agata Górnicka on the performance of her duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Ms. Agata Górnicka served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Robert Jastrzębski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Robert Jastrzębski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Robert Jastrzębski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Robert Jastrzębski served as a Member of the PZU SA Supervisory Board, including the period from 27 October 2022, during which he served as the Chairperson of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Elżbieta Mączyńska-Ziemacka on the performance of her duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Elżbieta Mączyńska-Ziemacka on the performance of her duties in the PZU SA Supervisory Board for the period in which she performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Elżbieta Mączyńska-Ziemacka on the performance of her duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Ms. Elżbieta Mączyńska-Ziemacka served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Paweł Mucha on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Paweł Mucha on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Paweł Mucha on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 August 2022, during which Mr. Paweł Mucha served as a Member of the PZU SA Supervisory Board and Chairperson of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Krzysztof Opolski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Krzysztof Opolski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Krzysztof Opolski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Krzysztof Opolski served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Radosław Sierpiński on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Radosław Sierpiński on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Radosław Sierpiński on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Radosław Sierpiński served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Robert Śnitko on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Robert Śnitko on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Robert Śnitko on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Robert Śnitko served as a Member of the PZU SA Supervisory Board and Secretary of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Piotr Wachowiak on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Piotr Wachowiak on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Piotr Wachowiak on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 September 2022 to 31 December 2022, during which Mr. Piotr Wachowiak served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Józef Wierzbowski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Józef Wierzbowski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Józef Wierzbowski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Józef Wierzbowski served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to discharge Maciej Zaborowski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 Item 1 and Article 395 § 2 Item 3 of the Commercial Company Code and pursuant to § 18 Item 1 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Maciej Zaborowski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to discharge Maciej Zaborowski on the performance of his duties in the PZU SA Supervisory Board in 2022

Pursuant to Article 393 item 1 of the Commercial Company Code and § 18 item 1 of the PZU SA Articles of Association, a resolution of the Shareholder Meeting is required to review and approve the management board's report on the company's activity and the financial statements for the previous financial year and granting a discharge to the members of the company's corporate bodies on the performance of their duties.

Pursuant to Article 395 § 2 item 3 of the Commercial Company Code, the ordinary shareholder meeting should grant a discharge to the members of the company's corporate bodies on the performance of their duties.

The discharge applies to the period from 1 January 2022 to 31 December 2022, during which Mr. Maciej Zaborowski served as a Member of the PZU SA Supervisory Board.

Accordingly, the draft of this resolution is submitted to the Ordinary Shareholder Meeting of the Ordinary Shareholder Meeting of PZU SA.

In reference to item 17 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

on 2023

**regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member -
Marcin Chludziński**

Pursuant to § 3 sec. 1 item 2 sub-item a and f and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Marcin Chludziński.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

**to the draft resolution regarding secondary assessment of individual suitability of a PZU SA
Supervisory Board Member – Marcin Chludziński**

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF Powszechny Zakład Ubezpieczeń Spółka Akcyjna

on 2023

regarding the secondary assessment of individual suitability of a PZU SA Supervisory Board member - Paweł Górecki

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of the Deputy Chairperson of the PZU SA Supervisory Board - Paweł Górecki.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding the secondary assessment of individual suitability of the Deputy Chairperson of the PZU SA Supervisory Board - Paweł Górecki

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

**regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member
– Agata Górnicka**

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Agata Górnicka.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

**for the draft resolution regarding secondary assessment of individual suitability of a PZU SA
Supervisory Board Member - Agata Górnicka**

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding secondary assessment of individual suitability of the Chairperson of the PZU SA Supervisory Board - Robert Jastrzębski

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of the Chairperson of the PZU SA Supervisory Board – Robert Jastrzębski.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding secondary assessment of individual suitability of the Chairperson of the PZU SA Supervisory Board - Robert Jastrzębski

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding secondary assessment of individual suitability of a PZU SA Supervisory Board member - Elżbieta Mączyńska-Ziemacka

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Elżbieta Mączyńska-Ziemacka.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding the secondary assessment of individual suitability of a PZU SA Supervisory Board member - Elżbieta Mączyńska-Ziemacka

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding the secondary assessment of individual suitability of the Chairperson of the PZU SA Supervisory Board - Paweł Mucha, who discharged the function until 31 August 2022

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of the Chairperson of the PZU SA Supervisory Board - Paweł Mucha, who discharged the function until 31 August 2022.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding the secondary assessment of individual suitability of the Chairperson of the PZU SA Supervisory Board - Paweł Mucha, who discharged the function until 31 August 2022

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member - Krzysztof Opolski

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Krzysztof Opolski.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member - Krzysztof Opolski

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

**regarding secondary assessment of individual suitability of a PZU SA Supervisory Board member
- Radosław Sierpiński**

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Radosław Sierpiński.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

**for the draft resolution regarding secondary assessment of individual suitability of a PZU SA
Supervisory Board member - Radosław Sierpiński**

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding the secondary assessment of individual suitability of the Secretary of the PZU SA Supervisory Board - Robert Śnitko

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of the Secretary of the PZU SA Supervisory Board - Robert Śnitko.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding secondary assessment of individual suitability of the Secretary of the PZU SA Supervisory Board - Robert Śnitko

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding secondary assessment of individual suitability of a PZU SA Supervisory Board member - Piotr Wachowiak

Pursuant to § 3 sec. 1 item 2 sub-item a and f and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Piotr Wachowiak.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding secondary assessment of individual suitability of a PZU SA Supervisory Board member - Piotr Wachowiak

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member - Józef Wierzbowski

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Józef Wierzbowski.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member - Józef Wierzbowski

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member - Maciej Zaborowski

Pursuant to § 3 sec. 1 item 2 sub-item a and § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a PZU SA Supervisory Board member - Maciej Zaborowski.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

regarding secondary assessment of individual suitability of a PZU SA Supervisory Board Member - Maciej Zaborowski

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a secondary assessment of individual suitability of the Supervisory Board members based on the report referred to in § 17 sec. 6, in the cases specified in § 3 sec. 1 item 2 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

In reference to item 18 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023**

on an amendment to the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee

Pursuant to § 18 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, the Shareholder Meeting hereby resolves the following:

§ 1

The Rules for the suitability assessment of the PZU SA Supervisory Board and Audit Committee, constituting Attachment 1 to Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA of 16 June 2021, are amended as follows:

1) in § 2 item 13, which currently reads as follows:

“13) Assessing Body – the Shareholder Meeting for Supervisory Board members or the Supervisory Board for Audit Committee members;”

shall read as follows:

“13) Assessing Body - respectively:

- a) Shareholder Meeting, in the case of PZU SA Supervisory Board members, except in the case specified in letter b,
- b) State Treasury, as regards assessing the individual suitability of a Supervisory Board member prior to his or her appointment to the Supervisory Board, either for the first time or for another term of office, on the basis of the statement referred to in § 20(7) of the Articles of Association,
- c) Supervisory Board, in the case of Audit Committee members;”;

2) in § 3, after item 5, item 6 with the following wording shall be added:

“6. The assessment of the individual suitability of a Supervisory Board member prior to appointment on the basis of the statement referred to in § 20 sec. 7 of the PZU SA Articles of Association is made by the State Treasury. The provisions of the Rules with respect to the assessment referred to in the first sentence shall apply accordingly.”;

3) in § 13, item 3 which currently reads as follows:

“3. The secondary individual Suitability Assessment referred to in § 3 sec. 1 item 2(a) applies to the period, for which the report on the Supervisory Board’s work is drawn up and submitted to the Shareholder Meeting for approval, and covers all Supervisory Board members who performed a function during that period.”

shall read as follows:

“3. The secondary individual Suitability Assessment referred to in § 3 sec. 1 item 2(a) applies to the Supervisory Board members who discharge their function as at the date of the assessment by the

Shareholder Meeting, and in the case of Audit Committee members as at the date of the assessment by the Supervisory Board.”;

4) in § 18, item 2 which currently reads as follows:

“2. Appointment of a Supervisory Board member candidate to the Supervisory Board by the Shareholder Meeting, as well as granting a discharge to a Supervisory Board member on the performance of his/her duties of a Supervisory Board member by the Shareholder Meeting, is understood as a positive assessment made by the Shareholder Meeting.”

shall read as follows:

“2. Appointment of a Supervisory Board member candidate to the Supervisory Board by the Shareholder Meeting is understood as a positive assessment made by the Shareholder Meeting.”.

§ 2

The consolidated text of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee, taking into account the amendments referred to in § 1, in the wording given in an attachment to this resolution is hereby adopted.

§ 3

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION for the draft resolution on an amendment to the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee

On 16 June 2021, the PZU Ordinary Shareholder Meeting adopted Resolution No. 33/2021 to accept the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee, accept the PZU SA Supervisory Board’s report on the results of assessment of suitability of the PZU SA Supervisory Board and Audit Committee and confirm the results of assessments of suitability conducted by the PZU SA Supervisory Board (Resolution).

The Rules adopted under the Resolution, in the wording given in Attachment 1 to the Resolution, regulate the process of assessment by the Shareholder Meeting of Supervisory Board member candidates and Supervisory Board members, as well as Audit Committee members, individually and collectively, while taking into account the provisions of the Methodology for the assessment of suitability of members of corporate bodies of supervised entities published by the Polish Financial Supervision Authority.

Giving consideration to the hitherto wording of the Rules and experiences related to their application, it is hereby moves that the Rules be amended as follows:

One of the proposed amendments to the Rules concerns awarding the State Treasury the competence for assessing the individual suitability of a Supervisory Board member appointed under the statement referred to in § 20 sec. 7 of the PZU SA Articles of Association.

The other of the proposed amendments to the Rules is intended to adapt their content to the established market practice by narrowing down the group of people subject to the secondary assessment of individual suitability, which is made periodically, at least once in a year, solely to the Supervisory Board members and Audit Committee members holding their functions as at the assessment date, by the Shareholder Meeting and Supervisory Board, respectively.

The detailed justification is contained in the motion of the PZU SA Supervisory Board to the Ordinary Shareholder Meeting on the amendment of the Rules for the assessment of suitability of the PZU SA Supervisory Board and Audit Committee.

In reference to item 19 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

regarding the assessment of individual suitability of a candidate for a PZU SA Supervisory Board member - ...

Pursuant to § 4 sec. 1 item 2 and § 18 sec. 1 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Shareholder Meeting hereby makes a positive secondary assessment of individual suitability of a candidate for a PZU SA Supervisory Board member - ...

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution regarding the assessment of individual suitability of a candidate for a PZU SA Supervisory Board member - ...

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs an individual suitability assessment of candidates for Supervisory Board members based on the report referred to in § 17 sec. 6 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

In reference to item 20 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023**

to assess collective suitability of the PZU SA Supervisory Board

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

A positive collective assessment of suitability of the PZU SA Supervisory Board is made, taking into account the assessment of candidates for members of the PZU SA Supervisory Board for a joint term of office, spanning three full consecutive financial years 2024-2026.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft a resolution on assessing collective suitability of the PZU SA Supervisory Board

Pursuant to § 4 sec. 1 item 2 of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee introduced by Resolution No. 33/2021 adopted by the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, the Extraordinary Shareholder Meeting performs a collective suitability assessment of the Supervisory Board (taking into account the assessment of candidates for PZU SA Supervisory Board members) based on the report referred to in § 17 sec. 6 of the Rules.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.

In reference to item 21 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to appoint a member of the PZU SA Supervisory Board

Pursuant to Article 385 § 1 of the Commercial Company Code and pursuant to § 18 Item 9 of the PZU SA Articles of Association, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

Considering that the term of office of the PZU SA Supervisory Board expired on 31 December 2022, and the mandates of the members of the PZU SA Supervisory Board will expire no later than the date of the Company's Ordinary Shareholder Meeting approving the financial statements for the financial year 2022,

§ 1

1. Mr. / Ms. is appointed to the PZU SA Supervisory Board for a new term of office.
2. The appointment referred to in section 1 shall be for a joint term of office which encompasses three consecutive full financial years of 2024-2026.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to appoint a PZU SA Supervisory Board member

Pursuant to § 20 sec. 4 of the Company's Articles of Association, Supervisory Board members are appointed and dismissed by the Shareholder Meeting (subject to the personal right granted, under the Company's Articles of Association, to the State Treasury).

In addition, pursuant to the provisions of the PZU SA Articles of Association, the Supervisory Board consists of seven to eleven members. Supervisory Board members are appointed for a joint term of office, which encompasses three consecutive full financial years.

In reference to item 22 of the Agenda

RESOLUTION NO. .../2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to amend the PZU SA Articles of Association

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

§ 1

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

- 1) in § 18:
 - a) item 1b currently reading as follows:

“1b) issuing an opinion on the report on compensation for Management Board and Supervisory Board members, pursuant to the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”

shall read as follows:
“1b) to issue an opinion on the report on compensation for Management Board and Supervisory Board members;”,
 - b) after item 12, the period shall be replaced by a semicolon, and items 13-15 shall be added, reading as follows:
 - “13) establishing and making amendments to the rules for assessment of suitability of the Supervisory Board and the Supervisory Board Audit Committee;
 - 14) making assessment of individual suitability of candidates for members of the Supervisory Board, excluding the candidate appointed by the State Treasury, by means of the written statement referred to in § 20 sec. 7 of the Articles of Association, members of the Supervisory Board and the collective assessment of the Supervisory Board;
 - 15) determining the maximum total cost of the compensation for all Supervisory Board advisors that the Company may incur during the financial year.”;
- 2) in § 20:
 - a) section 1 currently reading as follows:

“1. Subject to sec. 2, the Supervisory Board consists of seven to eleven members. Subject to § 37 sec. 5, the number of Supervisory Board members is always odd; the number of Supervisory Board members is specified by the Shareholder Meeting in a separate resolution. Supervisory Board members are appointed for a joint term of office, which encompasses three consecutive full financial years. The Supervisory Board elects the Supervisory Board Chairperson and Deputy Chairperson from among the Supervisory Board members.”

shall read as follows:

- “1. Subject to sec. 2, the Supervisory Board consists of seven to eleven members. Subject to § 37 sec. 5, the number of Supervisory Board members is always odd; the number of Supervisory

Board members is specified by the Shareholder Meeting in a separate resolution. Supervisory Board members are appointed for a joint term of office, which encompasses three consecutive full financial years.”,

b) after sec. 1, the following sections 1a and 1b shall be added:

“1a. The Supervisory Board elects the Supervisory Board Chairperson and Supervisory Board Deputy Chairperson from among its members. The Supervisory Board Chairperson manages the work of the Supervisory Board. In the absence of the Chairperson of the Supervisory Board, his/her absence or a temporary obstacle preventing him/her from exercising his/her function, all the rights and duties of the Chairperson of the Supervisory Board are exercised by the Deputy Chairperson of the Supervisory Board, with the exception of the right to cast the deciding vote in the event of an equal number of votes when voting on a resolution of the Supervisory Board.

1b. The Supervisory Board may elect the Supervisory Board Secretary from among its members. The Supervisory Board Secretary supports the Supervisory Board Chairperson in discharging his/her duties.”,

c) section 8, which currently reads as follows:

“8. At least two Supervisory Board members meet the independence criteria set forth in the “Best Practices of WSE Listed Companies” adopted by the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange).”

shall read as follows:

“8. At least two Supervisory Board members meet the independence criteria set forth in the “Best Practices of WSE Listed Companies” adopted by the Supervisory Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange).”,

d) after sec. 9, the following sections 9a and 9b shall be added:

“9a. The Supervisory Board may delegate its members to independently perform certain supervisory activities, the scope of which is determined by a resolution of the Supervisory Board on delegation of the Supervisory Board member, and appoint, from among the Supervisory Board members, standing or ad hoc committees to discharge specific supervisory activities. The scope of activities of a standing committee is determined by the committee's rules of procedure adopted by resolution of the Supervisory Board. The scope of activities of an ad hoc committee is specified in a resolution of the Supervisory Board.

9b. Members of the Supervisory Board delegated to perform certain supervisory activities independently, as well as standing or ad hoc committees, are obliged to provide the Supervisory Board with information on the supervisory activities undertaken and their results at least once in each quarter of the financial year.”;

3) in § 21:

a) section 1, first sentence, which currently reads as follows:

“1. The Supervisory Board Chairperson, or in his/her absence, the Deputy Chairperson, convenes Supervisory Board meetings through an invitation sent not later than 7 days before the planned meeting of the Supervisory Board and presides over them.”

shall read as follows:

“1. The Supervisory Board Chairperson convenes Supervisory Board meetings through an invitation sent not later than 7 days before the planned meeting of the Supervisory Board and presides over them.”,

b) after section 3, section 4 with the following wording shall be added:

“4. The convener of a Supervisory Board meeting shall have the right to cancel it prior to the scheduled date of the Supervisory Board meeting, subject to observance of the deadline for convening the first meeting of the Supervisory Board of a new term of office. The

cancellation shall be made in the same form as the convening and shall include a justification.”;

4) in § 23:

a) section 2, which currently reads as follows:

“2. The Management Board or a Supervisory Board member may request that a Supervisory Board meeting be convened, providing the proposed agenda. The Supervisory Board Chairperson and in his/her absence the Supervisory Board Deputy Chairperson convenes the meeting at a date no later than two weeks after receipt of the request. If the Supervisory Board Chairperson does not convene the meeting according to this provision, the requesting party may convene it acting alone by stating the date, place and proposed agenda of the meeting. The business presented in the motion forms the subject matter of the meeting. The Supervisory Board member who has exercised the right to convene the Supervisory Board presides over the meeting.”

shall read as follows:

“2. The Management Board or a Supervisory Board member may request that a Supervisory Board meeting be convened, providing the proposed agenda. The Supervisory Board Chairperson convenes the meeting at a date no later than two weeks after receipt of the request. If the Supervisory Board Chairperson does not convene the meeting according to this provision, the requesting party may convene it acting alone. The business presented in the motion forms the subject matter of the meeting. The Supervisory Board member who has exercised the right to convene the Supervisory Board presides over the meeting.”

b) after section 2, sections 3 and 4 with the following wording shall be added:

“3. The convener referred to in sec. 2 has the right to cancel the meeting of the Supervisory Board.

§ 21 sec. 4 shall apply accordingly.

4. The Supervisory Board may also hold meetings without being formally convened, if all members agree and do not object to the inclusion of individual matters on the agenda.”;

5) in § 24:

a) section 1, first sentence, which currently reads as follows:

“1. Without prejudice to Sections 2, 4 and 5, for Supervisory Board resolutions to be valid, it is required to invite in writing all Supervisory Board members and to have the presence at the meeting of at least one half of the Supervisory Board members, including the Supervisory Board Chairperson or Deputy Chairperson.”

shall read as follows:

“1. Without prejudice to Sections 1a, 2, 4 and 5, for Supervisory Board resolutions to be valid, it is required to invite all Supervisory Board members and to have the presence at the meeting of at least one half of the Supervisory Board members, including the Supervisory Board Chairperson or Deputy Chairperson.”,

b) after section 1, the following section 1a shall be added:

“1a. During the meeting, the Supervisory Board may also adopt resolutions on matters not included in the proposed agenda, if all members of the Supervisory Board attend the meeting and none of them objects.”,

c) section 9 currently reading as follows:

“9. The Supervisory Board may delegate its members to independently perform certain supervisory activities, the scope of which is determined by a resolution of the Supervisory

Board on delegation of the Supervisory Board member, and appoint for this purpose, from among the Supervisory Board members, temporary committees with the scope of their activities determined by a resolution of the Supervisory Board appointing the committee. Supervisory Board members delegated to perform supervisory duties independently submit a written report to the Supervisory Board on such activity at the next Supervisory Board meeting after performing any supervisory duties independently.”

shall be repealed;

6) in § 25, section 2:

a) item 1b currently reading as follows:

“1b) preparing an annual report on compensation for Management Board and Supervisory Board members on the rules laid down in Article 90g section 1-5 of the Act on Public Offerings and the Conditions for Offering Financial Instruments in an Organized Trading System and on Public Companies of 29 July 2005;”

shall read as follows:

“1b) preparing an annual report on compensation for Management Board and Supervisory Board members;”

b) item 1c with the following wording shall be added after item 1b:

“1c) selecting an auditor to evaluate the report on compensation for Management Board and Supervisory Board members;”

c) item 9, which currently reads as follows:

“9) accepting instructions for the Company’s representatives to vote at Shareholder Meetings of Powszechny Zakład Ubezpieczeń na Życie Spółka Akcyjna (“PZU Życie SA”) in the following matters: increasing and decreasing the share capital, issuing bonds, selling and leasing PZU Życie SA’s enterprise and establishing a usufruct right on the enterprise, splitting PZU Życie SA, merging PZU Życie SA with another company, liquidating or dissolving PZU Życie SA;”

shall read as follows:

“9) giving consent to the Company to the specific manner of exercising the voting right at Shareholder Meetings of Powszechny Zakład Ubezpieczeń na Życie Spółka Akcyjna (“PZU Życie SA”) in the following matters: increasing and decreasing the share capital, issuing bonds, selling and leasing PZU Życie SA’s enterprise and establishing a usufruct right on the enterprise, splitting PZU Życie SA, merging PZU Życie SA with another company, liquidating or dissolving PZU Życie SA;”

d) item 18a currently reading as follows:

“18a) performing tasks resulting from the guidelines or recommendations of regulatory authorities, in particular the Polish Financial Supervision Authority, adopted in the Company;”

shall read as follows:

“18a) performing tasks resulting from the guidelines or recommendations of regulatory authorities, including the Polish Financial Supervision Authority, adopted in the Company, in particular:

- a) adopting and amending the rules for assessing the Management Board's suitability,
- b) conducting an individual suitability assessment of Management Board member candidates, Management Board members, and a collective assessment of the Management Board;
- c) conducting an individual suitability assessment of Supervisory Board Audit Committee member candidates and Supervisory Board Audit Committee members, and a collective suitability assessment of the Supervisory Board Audit Committee,

- d) conducting a regular assessment of the application of the Corporate Governance Rules for Regulated Institutions issued by the Polish Financial Supervision Authority.”;
- 7) in § 26 after section 2, section 3 with the following wording shall be added:
“3. If the number of members of the Management Board decreases below the minimum referred to in sec. 1, the Supervisory Board shall immediately take action to supplement the composition of the Management Board.”;
- 8) in § 27 section 3, first sentence, currently reading as follows:
“3. Subject to sections 4 and 5, for Management Board resolutions to be valid, written invitation of all its members shall be required and the presence at the meeting of at least half of the Management Board members, including the President of the Management Board or a person designated to head the work of the Management Board during the President’s absence.”

shall read as follows:

- “3. Subject to sections 4 and 5, for Management Board resolutions to be valid, invitation of all its members shall be required and the presence at the meeting of at least half of the Management Board members, including the President of the Management Board or a person designated to head the work of the Management Board during the President’s absence.”;
- 9) after § 27, § 27a, with the following wording shall be added:
“§ 27a.
1. The Management Board is obliged, without further request, to provide the Supervisory Board with information on:
 - 1) Management Board resolutions and their subject matter;
 - 2) the standing of the Company, including with regard to its assets, as well as important circumstances in the conduct of the Company's affairs, in particular in the operational, investment and personnel areas;
 - 3) progress in the implementation of the set directions for the development of the Company's activity, while indicating deviations from the previously set directions, providing at the same time justification for the deviations;
 - 4) transactions and other events or circumstances that materially affect or may affect the Company's financial position, including its profitability or liquidity;
 - 5) changes to information previously provided to the Supervisory Board, if such changes materially affect or may affect the Company.
- 2. The fulfillment of the obligations referred to in sec. 1 also applies to information held by the Management Board about subsidiaries, to the extent that such information is relevant from the Company's point of view.
- 3. The Supervisory Board shall determine by way of resolution the detailed scope, form and timing of submission of the information referred to in sec. 1.”

§ 2

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

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION
for the draft resolution to amend the PZU SA Articles of Association

The amendments to the PZU SA Articles of Association are primarily intended to take into account the amendments to the Commercial Company Code (CCC) made by the Act of 9 February 2022 on amendments to the Commercial Company Code and certain other acts (Journal of Laws of 2022, Item 807), which came into force on 13 October 2022.

In addition, the amendments to the PZU SA Articles of Association are intended to formally incorporate the Methodology of assessment of suitability of members of corporate bodies of supervised entities issued by the Polish Financial Supervision Authority and other requirements.

The detailed justification for the individual amendments is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting on the amendment to the PZU SA Articles of Association.

RESOLUTION NO. .../2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF Powszechny Zakład Ubezpieczeń Spółka Akcyjna**

on 2023

to amend the PZU SA Articles of Association

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

§ 1

The PZU SA Articles of Association are amended as follows:

in § 32 after section 1, the following section 1a shall be added:

“1a. The Company may create funds other than those indicated in sec. 1, as provided by law.”.

§ 2

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

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to amend the PZU SA Articles of Association

The amendment of the PZU SA Articles of Association is aimed at adding a provision on the Company's ability to create funds (other than a prevention fund) provided by law.

The detailed justification for the amendment is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting on the amendment to the PZU SA Articles of Association.

In reference to item 23 of the Agenda

RESOLUTION NO. ... /2023

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 2023

to amend the Compensation Policy for the PZU SA Management Board and Supervisory Board Members

Pursuant to § 18 items 10 and 12 of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, the Shareholder Meeting hereby resolves the following:

§ 1

1. In the Compensation Policy for the PZU SA Management Board and Supervisory Board Members, attached to Resolution No. 36/2020 of the Ordinary Shareholder Meeting of 26 May 2020, in § 1, sec. 3, after item 5, the period is replaced by a semicolon and item 6 with the following wording shall be added:

“6) ensuring that sustainability requirements are correctly considered in the risk management process at the level of the PZU Group, in particular in the rules defined in the Company’s relevant internal regulations.”.

2. The consolidated text of the Compensation Policy for the PZU SA Management Board and Supervisory Board Members, taking into account the amendments introduced in sec. 1, in the wording set forth in the attachment to this resolution is hereby adopted.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to amend the Compensation Policy for the PZU SA Management Board and Supervisory Board Members

The basis for the proposed amendment to the Compensation Policy for the PZU SA Management Board and Supervisory Board Members, adopted with Resolution No. 36/2020 by the Ordinary Shareholder Meeting on 26 May 2020, is Article 1(5) of the Commission Delegated Regulation (EU) 2021/1256 of 21 April 2021 amending Delegated Regulation (EU) 2015/35 (hereinafter referred to as the “Regulation”), pursuant to which, in Article 275 of the Regulation, the following paragraph 4 is added:

“4. The remuneration policy shall include information on how it takes into account the integration of sustainability risks in the risk management system.”.

The detailed justification is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting on the amendment to the Compensation Policy for the PZU SA Management Board and Supervisory Board Members.

In reference to item 24 of the Agenda

RESOLUTION NO. ... /2023

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023**

to issue an opinion on the PZU SA Supervisory Board Report on compensation for PZU SA Management Board and Supervisory Board members in 2022

Pursuant to § 18 item 1b of the PZU SA Articles of Association and Article 90g sec. 6 of the Act on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005, the PZU SA Ordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting issues a positive opinion on the PZU SA Supervisory Board Report on Compensation of PZU SA Management Board and Supervisory Board Members for 2022 in the wording specified in the attachment to the resolution.

§ 2

This resolution shall come into force at the time of its adoption.

Chairperson
of the Ordinary Shareholder Meeting of PZU SA

JUSTIFICATION

for the draft resolution to issue an opinion on the PZU SA Supervisory Board Report on compensation for PZU SA Management Board and Supervisory Board members in 2022

Pursuant to Article 90g sec. 6 of the Act on Public Offerings and the Terms and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005 (as amended), the Shareholder Meeting adopts a resolution giving its opinion on the compensation report. This regulation imposes an obligation on the Supervisory Board to draw up an annual compensation report, providing a comprehensive overview of the compensation, including all benefits in whatever form, awarded or due during the most recent financial year to individual management board members and supervisory board members, in accordance with the compensation policy.

Members of the company's Supervisory Board are responsible for preparing the compensation report and the information contained therein. The detailed justification is contained in the motion of the PZU SA Management Board to the Ordinary Shareholder Meeting on issuing an opinion on the PZU SA Supervisory Board Report on compensation for PZU SA Management Board and Supervisory Board members in 2022.

It is therefore necessary to submit the draft of this resolution to the PZU SA Ordinary Shareholder Meeting for review.