

RESOLUTION NO. /2023
ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023
on electing the Chairperson of the Extraordinary Shareholder Meeting

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

§1

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

§2

The Resolution comes into force when adopted.

Reasons
for the draft resolution on electing the Chairperson
of the Extraordinary Shareholder Meeting

In accordance with Article 409 § 1 of the Commercial Company Code, a chairperson is elected from among the persons authorized to participate in a shareholder meeting. Pursuant to § 11(3) and § 11(4) of the Bylaws of the Shareholder Meeting of PZU SA, the Chairperson of the Shareholder Meeting is elected in a secret ballot in the order in which candidates have been proposed, while the person opening the Shareholder Meeting oversees the proper course of the ballot to elect the SM Chairperson, announces the results of voting and hands over the chairing of the Shareholder Meeting to the SM Chairperson.

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ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023
on accepting the agenda of the Extraordinary Shareholder Meeting

The Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§1

The following agenda of the Extraordinary Shareholder Meeting of PZU SA is hereby accepted:

1. Open the Extraordinary Shareholder Meeting.
2. Elect the Chairperson of the Extraordinary Shareholder Meeting.
3. Assert that the Extraordinary Shareholder Meeting has been convened correctly and that it is capable of adopting resolutions.
4. Accept the agenda.
5. Make changes in the composition of the Supervisory Board.
6. Adopt a resolution on assessing collective suitability of the Supervisory Board.
7. Adopt a resolution on covering the costs incurred to convene and hold the Extraordinary Shareholder Meeting.
8. Adjourn the Extraordinary Shareholder Meeting.

§2

The Resolution comes into force when adopted.

Reasons
for the draft resolution on accepting the agenda

The Shareholder Meeting is held in accordance with the accepted agenda. The agenda included in the draft resolution is proposed in accordance with the request of the Company's shareholder, the State Treasury. In accordance with 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.

RESOLUTION NO. /2023
ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023
on dismissing a member of the Supervisory Board of PZU SA

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

§1

Ms./Mr. is hereby dismissed from the Supervisory Board of PZU SA.

§2

The Resolution comes into force when adopted.

Reasons
for the draft resolution on dismissing a member of the Supervisory Board of PZU SA

In accordance with Article 385 § 1 of the Commercial Company Code, the supervisory board is composed of at least three members, and in public companies of at least five members, elected and dismissed by the shareholder meeting.

In accordance with § 18(9) of the Articles of Association of PZU SA, the powers of the Shareholder Meeting include adopting resolutions to appoint and dismiss Supervisory Board members, subject to § 20. In accordance with § 20(1) of the Articles of Association of PZU SA, the Supervisory Board consists of seven to eleven members.

RESOLUTION NO. /2023
ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING
OF Powszechny Zakład Ubezpieczeń Spółka Akcyjna
on 2023
on appointing a member of the Supervisory Board of PZU SA

Acting pursuant to Article 385 § 1 of the Commercial Company Code and § 18(9) of the Articles of Association of PZU SA and § 4(1)(2) and § 18(2) of the Rules for Assessment of Suitability of the Supervisory Board and Audit Committee of PZU SA, introduced by Resolution 33/2021 of the Annual Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, as amended by Resolution 42/2023 of the Annual Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 7 June 2023, the Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§1

Following an approval of individual suitability assessment of a candidate, is hereby appointed as a member of the Supervisory Board of PZU SA.

§2

The Resolution comes into force when adopted.

Reasons
for the draft resolution on appointing a member of the Supervisory Board of PZU SA

In accordance with Article 385 § 1 of the Commercial Company Code, the supervisory board is composed of at least three members, and in public companies of at least five members, elected and dismissed by the shareholder meeting.

In accordance with § 18(9) of the Articles of Association of PZU SA, the powers of the Shareholder Meeting include adopting resolutions to appoint and dismiss Supervisory Board members, subject to § 20. In accordance with § 20(1) of the Articles of Association of PZU SA, the Supervisory Board consists of seven to eleven members.

Acting pursuant to § 4(1)(2) and § 18(2) of the Rules for Assessment of Suitability of the Supervisory Board and Audit Committee of PZU SA, introduced by Resolution 33/2021 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, as amended by Resolution 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 7 June 2023, the Shareholder Meeting makes an individual suitability assessment of candidates for Supervisory Board members, based on the report referred to in § 17 of the Rules, and appointment by the Shareholder Meeting of a candidate for a Supervisory Board member to the Supervisory Board is deemed as an approval of the assessment made by the Shareholder Meeting.

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ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023
on assessing collective suitability of the Supervisory Board of PZU SA

Acting pursuant to § 4(1)(2) of the Rules for Assessment of Suitability of the Supervisory Board and Audit Committee of PZU SA, introduced by Resolution 33/2021 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, as amended by Resolution 42/2023 of the Annual Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 7 June 2023, the Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§1

In connection with the changes made to the composition of the Supervisory Board by the Extraordinary Shareholder Meeting, collective suitability of the Supervisory Board of PZU SA is hereby stated.

§2

The Resolution comes into force when adopted.

Reasons
for the draft resolution on assessing collective suitability of the Supervisory Board

In accordance with § 4(1)(2) of the Rules for Assessment of Suitability of the Supervisory Board and Audit Committee of PZU SA, introduced by Resolution 33/2021 of the Annual Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 16 June 2021, as amended by Resolution 42/2023 of the Annual Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna on 7 June 2023, the Extraordinary Shareholder Meeting makes a collective suitability assessment of the Supervisory Board based on the report referred to in § 17 of the Rules.

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ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
on 2023
on covering the costs incurred to convene and hold
the Extraordinary Shareholder Meeting

Pursuant to Article 400 § 4 of the Commercial Company Code, the Extraordinary Shareholder Meeting resolves as follows:

§1

The costs incurred to convene and hold the Extraordinary Shareholder Meeting are covered by the Company.

§2

The Resolution comes into force when adopted.

Reasons
for a draft resolution on covering the costs incurred to convene and hold
the Extraordinary Shareholder Meeting

In accordance with Article 400 § 4 of the Commercial Company Code, a shareholder meeting convened at the request of a shareholder or shareholders representing at least one twentieth of the share capital adopts a conclusive resolution as to whether the costs incurred to convene and hold the shareholder meeting are to be covered by the company.