

**ANNOUNCEMENT ON CONVENING THE EXTRAORDINARY SHAREHOLDER MEETING OF POWSZECHNY ZAKŁAD  
UBEZPIECZEŃ SPÓŁKA AKCYJNA**

Pursuant to Article 399 § 1 in conjunction with Article 398, Article 400 § 1, and Article 4021 of the Commercial Company Code ("Code"), and § 10(2) and § 10(5) of the Articles of Association of PZU SA, the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna with its registered office in Warsaw at Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw ("**PZU SA**" or "**Company**"), registered with the Register of Entrepreneurs of the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register, under the number KRS 0000009831, tax identification number (NIP): 526-025-10-49, statistical identification number (REGON): 010001345, with the paid-up share capital of PLN 86,352,300, hereby convenes the Extraordinary Shareholder Meeting of the Company and presents the following information in accordance with Article 4022 of the Code:

**1. DATE, TIME AND PLACE OF THE EXTRAORDINARY SHAREHOLDER MEETING OF PZU SA AND DETAILED AGENDA**

The Extraordinary Shareholder Meeting of PZU SA ("**ESM**" or "**Extraordinary Shareholder Meeting**") is hereby convened for 15 February 2024 at 12:00 noon in the Company's registered office in Warsaw at Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw.

The detailed agenda of the Extraordinary Shareholder Meeting is as follows:

1. Opening of the Extraordinary Shareholder Meeting.
2. Appointment of the Chairman of the Extraordinary Shareholder Meeting.
3. Confirmation that the Extraordinary Shareholder Meeting was called correctly and is capable of passing resolutions.
4. Adoption of the agenda.
5. Changes of members of the Supervisory Board.
6. Adoption of a resolution on the assessment of collective adequacy of the Supervisory Board.
7. Adoption of the resolution on the cost of calling and holding the Extraordinary Shareholder Meeting.
8. Closure of the Extraordinary Shareholder Meeting.

**2. DESCRIPTION OF PROCEDURES FOR THE PARTICIPATION IN THE SHAREHOLDER MEETING AND THE EXERCISE OF VOTING RIGHTS**

**a) Shareholder's right to request that specific matters be included in the agenda of the shareholder meeting before the date of the shareholder meeting**

A shareholder or shareholders of PZU SA representing at least one twentieth of the share capital may request that certain matters be included in the agenda of the ESM. The request should be filed with the Management Board of PZU SA no later than twenty one days prior to the date of the ESM, i.e. by 25 January 2024.

The request should contain reasons for, or a draft resolution on, the proposed item of the agenda. The request should be submitted in writing to the Company's address: PZU SA Management Board Office, Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw, or by email to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

The shareholder or shareholders should append the aforesaid request with copies (scans) of documents to

confirm their right to submit the request, e.g. a certificate of deposit showing the shareholding of at least one twentieth of the share capital as at the date of the request, and a copy (scan) of the document to confirm the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document to confirm the identity of the shareholder or shareholders), which may be anonymized in accordance with the specimen attached to this announcement. For a shareholder or shareholders who are not natural persons, a copy (scan) of the current excerpt from the relevant register with which such entity is registered, or other document to confirm the existence of the entity and the right of its representatives to represent the same, should be attached.

No later than eighteen days prior to the date set for the ESM, i.e. by 28 January 2024, the Management Board of PZU SA will announce changes to the agenda made at the request of a shareholder or shareholders by publishing them in a current report and posting them on the Company's website: <http://www.pzu.pl/>, in the [Investor Relations](#) tab.

**b) Shareholder's right to submit draft resolutions on matters in the agenda of the shareholder meeting or matters to be added to the agenda before the date of the shareholder meeting**

A shareholder or shareholders of PZU SA representing at least one twentieth of the share capital may submit draft resolutions on matters in the agenda of the ESM or matters to be added to the agenda, before the date of the ESM, in writing to the Company's address: PZU SA Management Board Office, Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw, or by email to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl). The draft resolutions and candidates for Members of the Supervisory Board of PZU SA should be submitted, including the reasons, by the shareholder or shareholders of PZU SA at the latest 3 days prior to the date of the shareholder meeting.

The shareholder or shareholders submitting draft resolutions should append them with copies (scans) of documents to confirm their right to submit resolutions, e.g. a certificate of deposit showing the shareholding as at the date of the request, and a copy (scan) of the document to confirm the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document to confirm the identity of the shareholder or shareholders), which may be anonymized in accordance with the specimen attached to this announcement. For a shareholder or shareholders who are not natural persons, a copy (scan) of the current excerpt from the relevant register with which such entity is registered, or other document to confirm the existence of the entity and the right of its representatives to represent the same, should be attached.

The Company will promptly publish the submitted draft resolutions in a current report and post them on the Company's website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab.

**c) Shareholder's right to submit, during the shareholder meeting, draft resolutions and changes to draft resolutions on matters in the agenda**

Each shareholder of PZU SA authorized to participate in the ESM may submit, during the meeting, draft resolutions on matters in the agenda.

**d) Method of exercising voting rights through a proxy**

A shareholder may participate in the ESM and exercise the voting right in person (for a shareholder who is not a natural person – through persons authorized to make declarations of will binding upon such person) or through a proxy.

The proxy shall exercise all rights of the shareholder in the shareholder meeting unless the proxy form provides otherwise. A proxy may appoint further proxy holders, if so provided under the original proxy form (for a further proxy holder, an uninterrupted sequence of the proxy forms and the documents to confirm the authorization to act on behalf of the earlier proxy holders, should be presented). A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. A shareholder holding shares registered in more than one securities account or in a collective account may appoint separate proxies to exercise the rights attached to the shares registered in each of the accounts or, in the case of a collective account, in such account.

The proxy to participate in the shareholder meeting and to exercise the voting rights shall be granted in writing or in electronic format. The proxy granted in electronic format is not required to be signed with a qualified electronic signature.

The shareholder or the proxy shall notify PZU SA of the proxy granted in electronic format to participate in the Extraordinary Shareholder Meeting, by e-mail to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

Model proxy forms, which may be used by the shareholders, are available on the Company's website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab.

The notification of the proxy granted in electronic format shall contain the business name or the full name of the shareholder, the shareholder's phone number and email address, as well as the business name or the full name of the proxy, the proxy's phone number and email address. Starting from the date of convening the ESM, PZU SA will provide the model notifications of the proxy granted in electronic format to participate in the Extraordinary Shareholder Meeting, on its website at <http://www.pzu.pl/>, in the [Investor Relations](#) tab.

Along with the notification of the proxy granted in electronic format to participate in the Extraordinary Shareholder Meeting, the shareholder or the proxy shall send a scan of the proxy form and the following documents to PZU SA:

- for a shareholder who is a natural person – a scan of the personal ID card or other document to confirm the identity of the shareholder, which may be anonymized in accordance with the specimen attached to this announcement;
- for a shareholder who is not a natural person – a scan of the current excerpt from the relevant register or other document to confirm the existence of the entity and the right of its representatives to represent the same;
- for a proxy who is a natural person – a scan of the personal ID card or other document to confirm the identity of the proxy, which may be anonymized in accordance with the specimen attached to this announcement;
- for a proxy who is not a natural person – a scan of the current excerpt from the relevant register or other document to confirm the existence of the entity and the right of its representatives to represent the same.

PZU SA may take appropriate steps to identify the shareholder and the shareholder's proxy to verify the validity of the proxy granted in electronic format. In particular, the verification may consist of a return email or telephone query to the shareholder or the proxy to confirm the granting of the proxy and the scope of the same.

The risk relating to the use of the electronic communication with PZU SA by the shareholder is borne by the shareholder.

All documents emailed to the Company should be saved in PDF format, unprotected by a password.

All documents sent to the Company should be in Polish. If any document sent to the Company is prepared in a language other than Polish, such document should be appended with its certified translation into Polish.

Emailing of the aforesaid documents to PZU SA shall not release the proxy from the obligation to present, when the attendance record of the shareholders authorized to participate in the Extraordinary Shareholder Meeting is being prepared, the documents to confirming the proxy's identity. Furthermore, if there are any doubts as to the truth of the proxy form, the Management Board of PZU SA reserves the right to demand that the originals of such forms or their copies certified as true and correct by a notary public or other entity authorized to confirm documents, be presented prior to the commencement of the ESM. If they are not presented, the proxy may not be admitted to participate in the ESM.

The aforesaid rules of granting the proxy in electronic format to participate in the Extraordinary Shareholder Meeting apply accordingly to the notification of revoking the aforesaid proxy, sent to PZU SA.

Since it is necessary to verify all transmitted documents, the notifications of granting or revoking the proxy to

participate in the Extraordinary Shareholder Meeting should be sent to the Company no later than by 15:00 hrs on 14 February 2024.

Any notification of granting or revoking the proxy, not compliant with the requirements specified above, shall have no legal effect for the Company.

A proxy holding a written proxy form should submit, when the attendance record of the shareholders authorized to participate in the Extraordinary Shareholder Meeting is being prepared, the original proxy form, a copy of the proxy form certified as true and correct by a notary public or ex officio, or a certified copy of the same prepared in accordance with the applicable laws. A proxy who is a natural person should present, when the aforesaid attendance record is being prepared, the personal ID card or other document to confirm the identity of the proxy. If the proxy is granted by an entity that is not a natural person, the proxy should also submit, along with the aforesaid documents, an excerpt from the relevant register or a copy of the same, certified as true and correct. It is assumed that a proxy granted in writing, which confirms the right to represent the shareholder at the ESM, is compliant with applicable laws and does not require to be confirmed, unless its authenticity or validity raises any doubts. If any document presented as a proof of granting the proxy is prepared in a language other than Polish, such document should be appended with its certified translation into Polish.

PZU SA provides model forms allowing to exercise the voting right by a proxy. The forms are available on the Company's website at: <http://www.pzu.pl/>, in the **Investor Relations** tab, starting from the date of convening the ESM. The use of such forms is not obligatory.

If the proxy is given instructions regarding the exercise of the voting right, the Company will not verify whether the proxy exercises the voting right in accordance with the instruction received from the principal.

**e) Possibility and method of participation in the ESM by means of electronic communication**

Presently, PZU SA does not provide the possibility of participating in the ESM by means of electronic communication.

**f) Method of speaking during the ESM by means of electronic communication**

Presently, PZU SA does not provide the possibility of speaking during the ESM by means of electronic communication.

**g) Method of exercising voting rights by mail or by means of electronic communication**

Presently, PZU SA does not provide the possibility of exercising voting rights by mail or by means of electronic communication.

**h) Shareholder's right to ask questions about matters in the agenda of the shareholder meeting**

During the shareholder meeting, upon a shareholder's request, the Management Board shall provide the shareholder or the shareholder's proxy with information about the Company, if reasonable for the evaluation of a matter in the agenda.

The Management Board shall refuse to provide information if it could be detrimental to the Company, its affiliate or subsidiary, in particular, due to disclosure of technical, trade or organizational secrets of the enterprise.

The Management Board may refuse to provide information if it could constitute a basis for criminal, civil or administrative liability of a Management Board Member.

An answer shall be deemed given if relevant information is available on the Company's website at <http://www.pzu.pl/>, in the **Investor Relations** tab.

For important reasons, the Management Board may provide information in accordance with a request made at

the Shareholder Meeting in writing, outside the Shareholder Meeting. The Management Board shall provide information no later than two weeks of the date of the request made at the Shareholder Meeting.

### **3. DATE OF REGISTRATION OF PARTICIPATION IN THE ESM**

Pursuant to Article 406<sup>1</sup> § 1 of the Commercial Company Code, only the persons who are shareholders of PZU SA sixteen days prior to the date of the ESM ("**Registration Date**"), i.e., on 30 January 2024, shall have the right to participate in the ESM.

### **4. INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN THE ESM**

Only the persons who are shareholders of PZU SA on the Registration Date shall have the right to participate in the ESM. Shareholders holding rights attached to the Company's electronic shares (bearer shares) shall have the right to participate in the ESM, if they request the entity keeping the securities account in which their PZU SA shares are recorded to issue a certificate in their name on the right to participate in the ESM in accordance with the following rules.

In accordance with Article 406<sup>3</sup> § 1 of the Commercial Company Code, at the request of a shareholder holding rights attached to the Company's electronic bearer shares submitted no earlier than after this announcement on convening the ESM has been published and no later than on the first business day following the Registration Date, i.e., no later than on 31 January 2024, the entity keeping the securities account shall issue a certificate in the shareholder's name on the right to participate in the Extraordinary Shareholder Meeting.

The Company shall determine a list of holders of rights attached to bearer shares to participate in the ESM on the basis of a list provided by Krajowy Depozyt Papierów Wartościowych S.A.

Krajowy Depozyt Papierów Wartościowych S.A. shall prepare the aforesaid list on the basis of information provided no later than twelve days before the date of the ESM by the entities keeping the securities accounts on the basis of certificates issued to the shareholders' names on the right to participate in the Extraordinary Shareholder Meeting.

The Company recommends that the shareholders bring the certificates issued to their names on right to participate in the Extraordinary Shareholder Meeting, to the Shareholder Meeting.

The list of shareholders authorized to participate in the ESM will be provided for inspection three business days prior to the date of the ESM, i.e., on 12, 13 and 14 February 2024, between 9:00 hrs and 16:00 hrs, in the Company's registered office in Warsaw at Rondo Ignacego Daszyńskiego 4, 00-843 Warsaw.

A shareholder may request that the aforesaid list of shareholders authorized to participate in the Extraordinary Shareholder Meeting be emailed to such shareholder free of charge. The shareholder requesting the list of shareholders should attach a copy (scan) of the document to confirm the shareholder's right to submit the request, i.e., certificate issued to the shareholder's name of the right to participate in the shareholder meeting and copy of the document to confirm the identity of the shareholder (i.e., personal ID card or other document to confirm the identity of the shareholder), which may be anonymized in accordance with the specimen attached to this announcement. For a shareholder who is not natural person, a copy (scan) of the current excerpt from the register with which such entity is registered, or other document to confirm the existence of the entity and the right of its representatives to represent the same, should be attached. Such request should be emailed to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

Within one week before the date of the ESM, a shareholder may also request, in the manner specified above, that copies of motions on the matters in the agenda be issued to the shareholder.

**Persons with a large number of proxies to represent shareholders at the ESM are requested to arrive as early as possible.**

## **5. ACCESS TO ESM DOCUMENTATION**

The documentation to be presented at the ESM, draft resolutions and other documents related to the ESM will be available:

- a) on the Company's website at: <http://www.pzu.pl/>, in the **Investor Relations** tab,
- b) in hard copy, at the request of an authorized person, in the Company's registered office in Warsaw at Rondo Ignacego Daszyńskiego 4 in Warsaw, in the Management Board Office, floor 32, on business days from 9:00 hrs to 16:00 hrs, but no later than on 14 February 2024.

The shareholder requesting access to documentation in hard copy should attach a copy (scan) of the document to confirm the shareholder's right to participate in the ESM, i.e. certificate issued to the shareholder's name of the right to participate in the shareholder meeting, showing that the shareholder holds shares as at the date of submitting the request, and a copy (scan) of the document to confirm the identity of the shareholder (i.e. personal ID card or other document to confirm the identity of the shareholder). For a shareholder who is not natural person, a copy (scan) of the current excerpt from the register with which such entity is registered, or other document to confirm the existence of the entity and the right of its representatives to represent the same, should be attached. Such request should be emailed to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

## **6. ADDRESS OF THE WEBSITE WITH ESM INFORMATION**

All information about the ESM will be posted on the Company's website at: <http://www.pzu.pl/>, in the **Investor Relations** tab, starting from the date of convening the ESM.

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