

Attachment to Resolution No. URN/125/2024
of the Supervisory Board of PZU SA dated 17 June 2024



PZU SA SUPERVISORY BOARD'S REPORT FOR 2023

I. Composition of the Supervisory Board

As of 1 January 2023, the Supervisory Board of PZU SA was composed on:

- Robert Jastrzębski – Chairman of the Supervisory Board,
- Paweł Górecki – Deputy Chairman of the Supervisory Board,
- Robert Śnitko – Secretary of the Supervisory Board,
- Marcin Chludziński – Member of the Supervisory Board,
- Agata Górnicka – Member of the Supervisory Board,
- Elżbieta Mączyńska-Ziemacka – Supervisory Board Member,
- Krzysztof Opolski – Member of the Supervisory Board,
- Radostaw Sierpiński – Member of the Supervisory Board,
- Piotr Wachowiak – Member of the Supervisory Board,
- Józef Wierzbowski – Member of the Supervisory Board,
- Maciej Zaborowski – Member of the Supervisory Board.

On 31 December 2022, the term of office of the Supervisory Board of PZU SA came to an end. Accordingly, on 7 June 2023 the PZU SA Ordinary Shareholder Meeting appointed the Supervisory Board of PZU SA for a new term of office covering three full financial years 2024–2026. The mandates of Supervisory Board Members Robert Śnitko and Piotr Wachowiak expired on the date of the PZU SA Shareholder Meeting of approving the 2022 financial statements. In addition, on 5 June 2023 Paweł Górecki was appointed by letter from the State Treasury to a new term of office beginning with the appointment of the PZU SA Supervisory Board at the Ordinary Shareholder Meeting of PZU SA convened for 7 June 2023.

On 15 June 2023, Robert Jastrzębski took over as Chairman and Paweł Górecki as Deputy Chairman. In light of the above, the Supervisory Board of PZU SA was composed as follows:

- Robert Jastrzębski – Chairman of the Supervisory Board,
- Paweł Górecki – Deputy Chairman of the Supervisory Board,
- Marcin Chludziński – Member of the Supervisory Board,
- Agata Górnicka – Member of the Supervisory Board,

- Marcin Kubicza – Member of the Supervisory Board,
- Elżbieta Mączyńska-Ziemacka – Supervisory Board Member,
- Krzysztof Opolski – Member of the Supervisory Board,
- Radostaw Sierpiński – Member of the Supervisory Board,
- Józef Wierzbowski – Member of the Supervisory Board,
- Maciej Zaborowski – Member of the Supervisory Board.

On 30 August 2023, Agata Górnicka assumed the position of Secretary of the Supervisory Board. In light of the above, the Supervisory Board of PZU SA was composed as follows:

- Robert Jastrzębski – Chairman of the Supervisory Board,
- Paweł Górecki – Deputy Chairman of the Supervisory Board,
- Agata Górnicka – Secretary of the Supervisory Board,
- Marcin Chludziński – Member of the Supervisory Board,
- Marcin Kubicza – Member of the Supervisory Board,
- Elżbieta Mączyńska-Ziemacka – Supervisory Board Member,
- Krzysztof Opolski – Member of the Supervisory Board,
- Radostaw Sierpiński – Member of the Supervisory Board,
- Józef Wierzbowski – Member of the Supervisory Board,
- Maciej Zaborowski – Member of the Supervisory Board.

On 13 September 2023, the Shareholder Meeting removed Elżbieta Mączyńska-Ziemacka from the Supervisory Board. In light of the above, as of 13 September 2023, the Supervisory Board of PZU SA was composed as follows:

- Robert Jastrzębski – Chairman of the Supervisory Board,
- Paweł Górecki – Deputy Chairman of the Supervisory Board,
- Agata Górnicka – Secretary of the Supervisory Board,
- Marcin Chludziński – Member of the Supervisory Board,
- Marcin Kubicza – Member of the Supervisory Board,

- Krzysztof Opolski – Member of the Supervisory Board,
- Radosław Sierpiński – Member of the Supervisory Board,
- Józef Wierzbowski – Member of the Supervisory Board,
- Maciej Zaborowski – Member of the Supervisory Board.

The independence criteria set forth in § 20(8) of the Articles of Association of PZU SA, as defined in the Act of 11 May 2017 on Statutory Auditors, Audit

Firms and Public Supervision, were fulfilled by Robert Jastrzębski, Paweł Górecki, Marcin Chludziński, Agata Górnicka, Marcin Kubicza, Krzysztof Opolski, Józef Wierzbowski and Maciej Zaborowski.

None of the PZU SA Supervisory Board Members had actual and material relations with any shareholder holding at least 5% of the total vote in the Company.

As of 31 December 2023, the composition of the Supervisory Board of PZU SA has remained unchanged.

II. Activity of the Supervisory Board

During the reporting period, the legal basis for the activity of the Supervisory Board was as follows: The Commercial Company Code, the Insurance and Reinsurance Activity Act and other generally applicable laws, as well as the Company's Articles of Association and the Rules and Regulations of the Supervisory Board. Fulfilling the provisions of the Articles of Association and Rules and Regulations, the Supervisory Board held properly convened and prepared meetings, with high attendance.

In connection with the amendment to the Articles of Association of PZU SA introduced by Resolution No. 63/2023 of the Ordinary Shareholder Meeting of PZU SA on 7 June 2023, the Supervisory Board of PZU SA by Resolution No. URN/173/2023 of 22 November 2023 adopted new Rules and Regulations of the Supervisory Board. The amended provisions of the aforementioned act took into account the changes resulting from the amendments to the Commercial Companies and Partnerships Code and were of a technical nature.

During the financial year, the Supervisory Board held fifteen meetings on the following dates:

- 26 January 2023,
- 2 March 2023,
- 29 March 2023,
- 5 April 2023,
- 27 April 2023,
- 10–11 May 2023,
- 24 May 2023,
- 6 June 2023,
- 15 June 2023,
- 31 July 2023,
- 30 August 2023,
- 12–13 September 2023
- 26 October 2023,
- 22 November 2023,
- 13 December 2023.

Relevant decisions were made by the Supervisory Board in the form of resolutions and opinions submitted to the Company's Management Board and the Shareholder Meeting of PZU SA.

During the reporting period, the Supervisory Board adopted one hundred and eighty-one resolutions, including eight in writing (the list of resolutions is attached as Attachment No. 1 to this report).

Most of the Supervisory Board's resolutions – with the exception of resolutions numbered: URN/3/2023, URN/12/2023, URN/13/2023, URN/27/2023, URN/77/2023, URN/79/2023, URN/83/2023, URN/87/2023, URN/101/2023, URN/102/2023, URN/121/2023, URN/154/2023, URN/155/2023, URN/158/2023 – were adopted unanimously, with the required quorum.

The agendas prepared by the Chairman of the Supervisory Board of PZU SA included all topics that the Supervisory Board should deal with in accordance with its competencies, and included additional issues that the Management Board or members of the Supervisory Board considered important.

The majority of PZU SA Supervisory Board members were present at all meetings. Absences of individual members from the Board meetings were mainly due to important business obligations. Following the adoption of the resolution of the Extraordinary Shareholder Meeting of PZU SA on the principles of shaping the remuneration of members of the Supervisory Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna No. 5/2017 of 8 February 2017, adoption of resolutions excusing absences was not required (a summary of attendance at meetings of the Supervisory Board is attached as Attachment No. 2 to this report). Supervisory Board meetings were held in hybrid form – with the possibility of participation by means of remote communication.

Members of the PZU SA Management Board, PZU Group Directors, Managing Directors and Head Office Directors were invited to the meetings of the PZU SA Supervisory Board in 2023, in accordance with § 27(1) of the Rules and Regulations of the PZU SA Supervisory Board, and they provided comprehensive explanations and submitted all documents regarding the Company's operations. In addition, representatives of the auditor, KPMG Audyt sp. z o.o. sp. k., also participated in PZU SA Supervisory Board meetings.

Regardless of the meetings, the Supervisory Board was kept informed of the key aspects of the

Company's operations via e-mail (Supervisory Board Members were sent current and periodic reports as a result of PZU SA's operation as a company listed on the Warsaw Stock Exchange).

The Supervisory Board's cooperation with the Management Board of PZU SA was proper and directed at increasing the Company's value and concern for safeguarding its interests. The information and materials provided by the Management Board were prepared in a clear and reliable manner, to the extent consistent with the requirements set by the Supervisory Board.

III. The most important issues dealt with by the of the Supervisory Board

In the financial year ended 31 December 2023, the Supervisory Board of PZU SA dealt with all issues that, according to the Company's Articles of Association, are within the competence of the Supervisory Board. Within the scope of its activities, the Supervisory Board actively supported the Management Board in the implementation of the Company's strategic goals, considered the Management Board's proposals on issues requiring, in accordance with the Company's Articles of Association, the approval of the Supervisory Board, and reviewed other issues presented by the Management Board.

Important issues dealt with by the Supervisory Board in 2023:

- a systematic assessment of the financial and economic situation of the Company and the PZU Group, market position and major strategic initiatives and intentions for 2023,
- ongoing monitoring of the implementation of the financial plan of PZU SA and PZU Group for 2023,
- monitoring the status of the implementation of the PZU Group Strategy “#PZU Potential and growth – We care about the most important things in life. PZU Group Strategy 2021–2024,”
- evaluation of the suitability of Management Board Members;
- evaluation of the financial statements of PZU SA for the year ended 31 December 2022 and recommendation to the Ordinary Shareholder Meeting of PZU SA to approve them,
- evaluation of the report of the Management Board on the activities of the PZU Group and PZU SA in 2022 and recommendation to the Ordinary Shareholder Meeting of PZU SA to approve it,
- evaluation of the Management Board's proposal on the distribution of net profit of

PZU SA for the year ended 31 December 2022 and recommendation to the Ordinary Shareholder Meeting of PZU SA to approve it,

- evaluation of the consolidated financial statements of the PZU SA Group for the year ended 31 December 2022 and recommendation to the Ordinary Shareholder Meeting of PZU SA to approve them,
- approval of the PZU SA Solvency and financial condition report (SFCR) as at and for the financial year ended 31 December 2023,
- approval of PZU Group Solvency and financial condition report (SFCR) as at and for the financial year ended 31 December 2022,
- approval of the PZU Group's risk management strategy;
- giving opinions on amendments to the Compensation Policy for the PZU SA Management Board and Supervisory Board Members,
- amendments to the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee and the Rules for assessment of suitability of the PZU SA Management Board,
- adoption of the report of PZU SA Supervisory Board for 2022,
- ongoing monitoring of the implementation of strategic projects,
- ongoing monitoring of risks, including the level of actuarial risk, market risk, credit risk, operational risk, model risk and compliance risk,
- monitoring the status of implementation of the Strategy in the area of risk management,
- ongoing monitoring of investment activities,
- monitoring of ongoing acquisition projects along with making appropriate decisions,
- in connection with the end of the term of office of the PZU SA Supervisory Board on

31 December 2022 – approval of the proposal for the individual suitability assessment of candidates for Supervisory Board Members of the new term of office and the collective suitability assessment of the Supervisory Board,

- in connection with the appointment of the PZU SA Supervisory Board for a new term of office – election of the Chairman, Deputy Chairman and Secretary of the Supervisory Board, and determination of the composition of the Nomination and Compensation Committee, Strategy Committee and Audit Committee (along with the assessment of the individual suitability of candidates for Audit Committee members and the collective assessment of the Audit Committee),
- ongoing monitoring of the Committees' activities: Audit Committee, Nomination and Compensation Committee, and Strategy Committee of the PZU SA Supervisory Board.

During the reporting period, as part of ongoing risk monitoring, key developments in PZU SA's regulatory environment were presented to the Supervisory Board, resulting in analysis and discussion of challenges and risks in PZU SA's regulatory environment. Among other things, the Supervisory Board dealt with the following issues of change and the need to implement new responsibilities in the legal and regulatory environment of PZU SA:

- the act on amending certain acts in connection with ensuring the development of the financial market and the protection of investors in the market;
- amendments to the Labor Code, related to the implementation into the national legal order of Directive 2019/1152 of 20 June 2019 on transparent and predictable working conditions in the European Union (the Information Directive) and Directive 2019/1158 of 20 June 2019 on work-life balance for parents and caregivers and repealing Council Directive 2010/18/EU (the Work-Life Balance Directive), and related to the introduction of remote work solutions.
- revision of Directive 2009/138/EC of the European Parliament and of the Council of 25 November 2009 on the taking-up and pursuit of the business of insurance and reinsurance (Solvency II) and the Directive establishing a framework for the recovery and resolution of insurance and reinsurance companies (IRR);
- International Financial Reporting Standard 17 "Insurance Contracts" (IFRS 17);

- draft act on protection of whistleblowers;
- regulation of the European Parliament and of the Council on the operational digital resilience of the financial sector and amending Regulations (EC) No. 1060/2009, (EU) No. 648/2012, (EU) No. 600/2014 and (EU) No. 909/2014 (DORA);
- Electronic Delivery Act of 18 November 2020;
- Act of 26 May 2023 on the mCitizen application;
- Regulation (EU) 2019/2088 of the European Parliament and of the Council of November 2019 on sustainability-related disclosures in the financial services sector;
- Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088;
- Commission Delegated Regulation (EU) 2022/1288 of 6 April 2022 on regulatory technical standards specifying the details of the content and presentation of the information in relation to the principle of 'do no significant harm';
- Directive 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No. 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU (CSRD);
- Directive on Corporate Sustainability Due Diligence and amending Directive (EU) 2019/1937 (CSDD);
- a draft act amending the act on compulsory insurance, the Insurance Guarantee Fund and the Polish Motor Insurers' Bureau, as well as the act on insurance and reinsurance business;
- the European Commission's draft regulation establishing harmonized rules on artificial intelligence (the Artificial Intelligence Act "AI Act");
- Regulation (EU) 2022/868 of the European Parliament and of the Council of 30 May 2022 on European data governance (Data Governance Act);
- Regulation (EU) 2023/2854 of the European Parliament and of the Council of 13 December 2023 on harmonized rules on fair access to and use of data (Data Act);
- package adopted by the European Commission on retail investment (functioning as the Retail Investment Strategy "RIS", including amendments to the IDD, revision of

the PRIIPs Regulation, as well as amendments to the MIFiD);

- European Commission's legislative package on the Financial Data Access (FIDA) framework.

The Supervisory Board, in order to properly carry out supervisory activities in the Company, has established committees of an advisory and consultative nature. In 2023, there were three Committees within the PZU SA Supervisory Board:

- Audit Committee,
- Nomination and Compensation Committee,
- Strategy Committee.

Audit Committee

The Audit Committee was appointed by resolution of the Supervisory Board of PZU SA on 3 June 2008 in order to increase the effectiveness of the Supervisory Board's performance of supervisory activities in monitoring the Company's financial reporting process, the Company's auditing activities, and the effectiveness of the Company's internal control systems, internal audit, and risk management system. Moreover, the scope of the Audit Committee's activities may include other matters entrusted to it by the Company's Supervisory Board. The obligation to establish an Audit Committee in PZU SA as a public interest entity, results from the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision.

The Audit Committee includes at least three members. Most members, including the chairperson, satisfy the independence criteria laid down in the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision. At least one member of the Audit Committee has knowledge and skills in accounting or auditing. The detailed tasks and rules for the appointment and functioning of the Audit Committee are set forth in the Articles of Association of PZU SA, the Rules and Regulations of the Supervisory Board of PZU SA, the Rules and Regulations of the Audit Committee of the Supervisory Board of PZU SA, and a resolution of the Supervisory Board, which, in selecting the members of the Audit Committee, takes into account the competence and experience of the candidates with respect to the matters assigned to the Committee.

As of 1 January 2023, the Audit Committee of the Supervisory Board of PZU SA operated in the following composition:

- 1) Krzysztof Opolski - Chairman of the Committee,
- 2) Marcin Chludzinski - Committee Member,

- 3) Robert Śnitko - Committee Member,
- 4) Piotr Wachowiak - Committee Member,
- 5) Maciej Zaborowski - Committee Member.

All Audit Committee Members met the criteria for independence within the meaning of Article 129(3) of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision. Marcin Chludziński, Krzysztof Opolski, Robert Śnitko and Piotr Wachowiak were designated as members holding qualifications in accounting or auditing financial statements. All Audit Committee Members were named as members who have knowledge and skills in the industry in which PZU SA operates.

None of the Audit Committee of PZU SA Supervisory Board Members had actual and material relations with any shareholder holding at least 5% of the total vote in the Company.

Since on 31 December 2022, the term of office of the Supervisory Board of PZU SA came to an end, on 7 June 2023 the PZU SA Shareholder Meeting appointed the Supervisory Board of PZU SA for a new term of office covering three full financial years 2024–2026. On 15 June 2023 the Supervisory Board of the new term established the following composition of the Audit Committee:

- 1) Krzysztof Opolski - Chairman of the Committee,
- 2) Marcin Chludziński - Committee Member,
- 3) Paweł Górecki - Committee Member,
- 4) Marcin Kubicza - Committee Member.

All Audit Committee Members met the criteria for independence within the meaning of Article 129(3) of the UoBR. Marcin Chludziński and Krzysztof Opolski were qualified in accounting or auditing financial statements. Marcin Chludziński, Paweł Górecki and Krzysztof Opolski had knowledge and skills in the industry in which PZU SA operates.

As of 31 December 2023, the composition of the Audit Committee of the Supervisory Board of PZU SA has remained unchanged.

During the reporting period, i.e. from 1 January 2023 to 31 December 2023, the Committee held thirteen meetings on the following dates:

- 26 January 2023,
- 22 March 2023,
- 29 March 2023,
- 5 April 2023,
- 27 April 2023,
- 10 May 2023,
- 24 May 2023,
- 15 June 2023,

- 31 July 2023,
- 30 August 2023,
- 12 September 2023,
- 22 November 2023,
- 13 December 2023.

The decisions of the Audit Committee of the Supervisory Board of PZU SA were expressed in the form of resolutions, opinions and recommendations, which were each time forwarded to the Company's Supervisory Board. The report of the Audit Committee of the Supervisory Board of PZU SA on its activities in 2023 is attached as Attachment No. 3 to this report.

Nomination and Compensation Committee

In accordance with the Articles of Association of PZU SA, since the Company's shares were listed on a regulated market within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments, the Supervisory Board could appoint a Nomination and Compensation Committee, which was established on 12 May 2010.

The Nomination and Compensation Committee is an advisory and consultative body to the Supervisory Board as regards the development of the management structure, including organizational solutions, the remuneration principles and the selection of properly qualified staff.

As of 1 January 2023, the Nomination and Compensation Committee of the Supervisory Board of PZU SA operated in the following composition:

- Robert Jastrzębski – Committee Chairman,
- Paweł Górecki- Committee Member,
- Agata Górnicka – Committee Member,
- Elżbieta Mączyńska-Ziemacka – Committee Member,
- Radosław Sierpiński – Committee Member.

Since on 31 December 2022, the term of office of the Supervisory Board of PZU SA came to an end, on 7 June 2023 the Shareholder Meeting appointed the Supervisory Board of PZU SA for a new term of office covering three full financial years 2024–2026. On 15 June 2023, the Supervisory Board established the following composition of the Nomination and Compensation Committee:

- Robert Jastrzębski – Committee Chairman,
- Paweł Górecki- Committee Member,
- Agata Górnicka – Committee Member,
- Elżbieta Mączyńska-Ziemacka – Committee Member,
- Radosław Sierpiński – Committee Member.

On 13 September 2023, the Extraordinary Shareholder Meeting of PZU SA dismissed Elżbieta Mączyńska-Ziemacka from the PZU SA Supervisory Board. In light of the above, as of 13 September 2023, the Nomination and Compensation Committee was composed as follows:

- Robert Jastrzębski – Committee Chairman,
- Paweł Górecki- Committee Member,
- Agata Górnicka – Committee Member,
- Radosław Sierpiński – Committee Member.

As of 31 December 2023, the composition of the Nomination and Compensation Committee of the Supervisory Board of PZU SA has remained unchanged.

During the financial year, the Nomination and Compensation Committee held eleven meetings on the following dates:

- 29 March 2023,
- 5 April 2023,
- 27 April 2023,
- 10 May 2023,
- 6 June 2023,
- 15 June 2023,
- 31 July 2023,
- 30 August 2023,
- 12–13 September 2023
- 26 October 2023,
- 22 November 2023.

In 2023, the decisions of the Nomination and Compensation Committee of the Supervisory Board of PZU SA were expressed in the form of opinions and recommendations, which were forwarded each time to the Supervisory Board of the Company.

Strategy Committee

The Strategy Committee's task is to provide an opinion on all documents of a strategic nature submitted to the Supervisory Board by the Management Board of PZU SA (in particular, the Company's development strategy) and to make recommendations to the Supervisory Board of PZU SA on planned investments with a significant impact on the Company's assets.

As of 1 January 2023, the Strategy Committee of the Supervisory Board of PZU SA operated in the following composition:

- Robert Śnitko – Committee Chairman,
- Marcin Chludzinski - Committee Member,
- Agata Górnicka – Committee Member,
- Robert Jastrzębski – Committee Member;
- Maciej Zaborowski – Committee Member.

Since on 31 December 2022, the term of office of the Supervisory Board of PZU SA came to an end, on 7 June 2023 the PZU SA Shareholder Meeting appointed the Supervisory Board of PZU SA for a new term of office covering three full financial years 2024–2026. On 15 June 2023 the Supervisory Board of the new term established the following composition of the Strategy Committee:

- Marcin Kubicza - Committee Chairman,
- Marcin Chludzinski - Committee Member,
- Agata Górnicka – Committee Member,
- Józef Wierzbowski – Committee Member,
- Maciej Zaborowski – Committee Member.

IV. Information on the implementation of resolutions of the PZU SA Shareholder Meeting

Acting on the basis of § 3(4) of Resolution No. 4/2017 of the PZU SA Extraordinary Shareholder Meeting of 8 February 2017 on the principles of shaping the remuneration of the members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (as amended), the Supervisory Board, by resolutions No.:

- URN/20/2023 of 29 March 2023 on setting Management Objectives of PZU SA Management Board Members for 2023,
- URN/25/2023 of 5 April 2023 amending Resolution No. URN/20/2023 on setting Management Objectives of PZU SA Management Board Members for 2023

detailed the management objectives for the Company's Management Board Members, as well as defined the weights of each objective and measurable criteria (indicators) for their achievement and accountability (KPIs).

In addition, acting on the basis of § 3(1)(2)(c), § 4(2)(2) and § 17(1) and 17(3)(2) of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee, adopted by Resolution No. 33 of the Ordinary Shareholder Meeting of PZU SA of 16 June 2021 (as amended), (hereinafter: the Rules), the Supervisory Board, by resolutions from No. URN/89/2023 to URN/98/2023 of 6 June 2023, approved the proposal for positive secondary assessment of individual suitability of candidates for members of the Supervisory Board

V. Implementation of reporting and disclosure obligations

The Supervisory Board of PZU SA states that all reporting and disclosure obligations imposed by

As of 31 December 2023, the composition of the Strategy Committee of the Supervisory Board of PZU SA has remained unchanged.

During the financial year, the Strategy Committee held four meetings on the following dates:

- 27 April 2023,
- 10 May 2023,
- 26 October 2023,
- 22 November 2023.

In 2023, the decisions of the Strategy Committee of the Supervisory Board of PZU SA were expressed in the form of opinions and recommendations, which were forwarded each time to the Supervisory Board of the Company.

of PZU SA of the new term, and by resolution No. URN/99/2023 of 6 June 2023, approved the proposal for positive collective assessment of suitability of the Supervisory Board of PZU SA for the new term, and presented a report to the Shareholder Meeting of PZU SA including proposals for assessing the suitability of the Supervisory Board of PZU SA for the new term adopted by Resolution No. URN/100/2023 of 6 June 2023.

In addition, acting on the basis of § 3(1)(2)(b), § 4(2)(1) and § 17(1) and 17(3)(1) of the Rules, prior to determining the new composition of the Audit Committee of the PZU SA Supervisory Board, the Supervisory Board, by resolutions from No. URN/105/2023 to URN/108/2023 of 15 June 2023, made a positive assessment of the individual suitability of candidates for members of the Audit Committee of the Supervisory Board of PZU SA, and by Resolution No. URN/109/2023 of 15 June 2023, made a positive collective assessment of the suitability of the Audit Committee of the Supervisory Board of PZU SA.

The Supervisory Board of PZU SA concludes that all the duties imposed on it by the resolutions of the 2023 Shareholder Meeting of PZU SA have been properly and timely implemented.

law on the Supervisory Board were carried out in 2023 in a timely manner.

VI. Evaluation of the Financial Statements of PZU SA for the year ended 31 December 2023, the Consolidated Financial Statements of the PZU Group for the year ended 31 December 2023, the Management Board's report on the activity of the PZU Group and PZU SA for the

financial year ended 31 December 2023, the Report on non-financial information of the PZU Group and PZU SA for 2023, and the Management Board's proposal on the distribution of net profit of PZU SA for the year ended 31 December 2023.

I. Evaluation of the Financial Statements of PZU SA for the year ended 31 December 2023, the Consolidated Financial Statements of the PZU Group for the year ended 31 December 2023 and the Management Board's report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2023, as well as the Report on non-financial information of the PZU Group and PZU SA for 2023.

Pursuant to Article 382 § 3 of the Commercial Company Code, the specific duties of the Supervisory Board include evaluating the Management Board's report on the Company's activity and the financial statements for the past financial year in terms of their conformity with the books and documents, as well as with the facts, and the Management Board's proposal for the distribution of profit, and submitting an annual written report on the results of this evaluation to the Shareholder Meeting.

Pursuant to Article 55(2a) of the Accounting Act of 29 September 1994 and § 71(8) of the Decree of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by securities issuers and on conditions under which information required by the legislation of a non-Member State, in the case of an annual report and a consolidated annual report, the reports of the management board or managing person on the activities of the issuer and on the activities of the group may be prepared in the form of a single document.

According to Article 49b(9) of the Accounting Act of 29 September 1994, an entity that does not prepare a statement on non-financial information as part of the Management Board's report on the Company's activity shall prepare a separate statement on non-financial information. An analogous regulation applies to the group report in this regard (Article 55(2c) of the Accounting Act of 29 September 1994).

The Supervisory Board of PZU SA, acting on the basis of the Company's Articles of Association and the Rules and Regulations of the Supervisory Board, by Resolution No. URN/58/2019 of 23 May 2019, selected KPMG Audyt Sp. z o.o. sp. k. ("statutory auditor") as the auditing firm to audit the annual financial statements of PZU SA and the

annual consolidated financial statements of the PZU Group, review the interim standalone financial statements of PZU SA and the interim consolidated financial statements of the PZU Group, and audit the annual solvency and financial condition report of PZU SA and the annual consolidated solvency and financial condition report of the PZU Group for two consecutive financial years ended 1 December 2019 and 31 December 2020, respectively. Subsequently, by Resolution No. URN/59/2020 of 28 May 2020, the Supervisory Board of PZU SA renewed the contract with KPMG Audyt sp. z o.o. sp. k. as the auditing firm to conduct analogous audits and reviews of the financial statements for two consecutive financial years ended 31 December 2021 and 31 December 2022, respectively, with an option to renew for 2023. On 7 April 2021, by Resolution No. URN/37/2021, the Supervisory Board approved the exercise of the option and renewal for 2023 of the assignment for the activities specified above. The total period of uninterrupted duration of the statutory audit assignments referred to above by KPMG Audyt sp. z o.o., sp. k. is 10 years. Thus, the maximum period of 10 years referred to in the second subparagraph of Article 17(1) of Regulation 537/2014 of the European Parliament and of the Council has been reached.

The Company's Management Board is responsible for the preparation, on the basis of properly maintained accounting books, of the financial statements of PZU SA and the Management Board's report on the PZU SA Group's activities, which present a true and fair view of the Group's assets, financial position and financial performance in accordance with the applicable regulations, and for such internal control as is considered necessary to ensure the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The preparation of the consolidated financial statements of the PZU Group, which present a true and fair view of the consolidated financial position and financial performance of the Group in accordance with International Financial Reporting Standards as adopted by the European Union ("EU IFRS") and other applicable laws and the Articles of Association, and the internal control necessary to ensure the preparation of consolidated financial

statements that are free from material misstatement, whether due to fraud or error, is the responsibility of the Management Board of the parent company.

The Supervisory Board, together with the Management Board, are obligated, in accordance with Article 4a of the Accounting Act of 29 September 1994, to ensure that the aforementioned reports meet the requirements stipulated by the said Act, the implementing regulations issued thereunder and other applicable laws. Members of the Supervisory Board are responsible for overseeing the financial reporting process.

The Audit Committee of the Supervisory Board, in accordance with the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision, is required to:

- monitor the financial reporting process, including to audit the annual financial statements of PZU SA and the consolidated financial statements of the PZU Group;
- monitor the performance of auditing activities and the independence of the statutory auditor and audit firm.

KPMG Audyt sp. z o.o. sp. k. has submitted the declaration of independence required by the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision.

The Financial Statements of PZU SA for the year ended 31 December 2023, the Consolidated Financial Statements of PZU Group for the year ended 31 December 2023, the Management Board's report on the PZU Group and PZU SA's activity for the year ended 31 December 2023, and Report on non-financial information of the PZU Group and PZU SA for 2023 were evaluated by the Audit Committee of the PZU SA Supervisory Board at a meeting held on 20 March 2024, and discussed with the Management Board and the Company's statutory auditor at a meeting of the PZU SA Supervisory Board on 20 March 2024.

In its report, the statutory auditor ensured that the audit of the financial statements was planned and conducted in such a way as to provide reasonable assurance that the financial statements of PZU SA and the consolidated financial statements of the PZU Group as a whole are free from material misstatement due to fraud or error.

Key issues covered by the audit:

- implementation of IFRS 17 "Insurance Contracts,"

- liability for incurred claims – insurance contracts under PAA,
- liability for remaining coverage (LRC) for life insurance contracts not measured under PAA,
- valuation of provisions for unpaid claims and benefits including, in particular, for MTPL insurance,
- goodwill impairment,
- valuation measurement of subordinated entities,
- expected credit losses,
- business risks, including litigation related to CHF loans,
- business risks, including client complaints,
- recognition of income and expenses from interest earned and commissions and fees in banking activities,
- valuation of financial instruments,
- recognition of expenses and income,
- completeness of liabilities and provisions,
- completeness and correctness of the consolidation,
- adequacy of disclosure and presentation,
- circumvention of control by the management staff.

The evidence obtained during the audit provides a sufficient and adequate basis for an opinion.

In the opinion of the independent statutory auditor, the audited standalone financial statements of PZU SA:

- present a true and fair view of the Company's assets and financial position as of 31 December 2023, its results of activities and cash flows for the financial year ended on that date in accordance with the Accounting Act of 29 September 1994, the implementing regulations issued thereunder and the adopted accounting principles (policy),
- comply, in all material respects, in form and content with the Company's applicable laws and the Company's Articles of Association,
- have been prepared, in all material respects, on the basis of properly maintained accounting books, in accordance with the provisions of Chapter 2 of the Accounting Act of 29 September 1994.

The independent statutory auditor's report on the audit of the standalone financial statements of PZU SA of 20 March 2024 contains an unqualified opinion.

In addition, the statutory auditor stated that the audit opinion on the financial statements is consistent with the supplementary report to the

Audit Committee, which was prepared by KPMG Audyt spółka z ograniczoną odpowiedzialnością spółka komandytowa. On 20 March 2024, the Audit Committee of the Supervisory Board of PZU SA positively assessed the report referred to above.

At the same time, in the opinion of the independent statutory auditor, the audited consolidated financial statements of the PZU Group:

- present a true and fair view of the consolidated financial position of the PZU Group as of 31 December 2023, consolidated financial results of activities and consolidated cash flows for the year then ended, in accordance with EU IFRS and the adopted accounting principles (policies),
- comply, in all material respects, in form and content, with the Group's applicable laws and the parent company's Articles of Association.

In addition, according to the statutory auditor, the consolidated financial statements of the PZU Group prepared in the uniform electronic reporting format included in the reporting package named pzu-2023-12-31.zip (in ESEF format) were labeled in accordance with the requirements set forth in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format.

The statutory auditor also ensured that the Management Board's report on the PZU Group and PZU SA's activity for the financial year ended 31 December 2023 in all material respects:

- was prepared in accordance with applicable laws and regulations,
- was consistent with the information contained in the financial statements and the consolidated financial statements.

In addition, the statutory auditor stated that in light of the knowledge of the Company and the Company's Group and its environment obtained during the audit of the financial statements and the consolidated financial statements, no material misstatements were found in the activity report.

At the same time, the statutory auditor confirmed that the corporate governance statement, which is a separate part of the report on the Group's and the Company's activity, contains the information specified in § 70(6)(5) of the Regulation of the Minister of Finance of 29 March 2018 on current and

periodic information provided by securities issuers and on conditions under which information required by the legislation of a non-Member State (the "Regulation"). In addition, the information specified in § 70(6)(5)(c-f), (h) and (i) of the Regulation contained in the corporate governance statement, in all material respects:

- has been prepared in accordance with the applicable regulations and
- is consistent with the information contained in the financial statements and the consolidated financial statements.

In addition, the statutory auditor confirmed that PZU SA prepared a separate report on non-financial information, as referred to in Articles 49b(9) and 55(2c) of the Accounting Act of 29 September 1994, together with a separate report on non-financial information of the group.

The Supervisory Board of PZU SA after reviewing the documents submitted by the Management Board:

- 1) Financial statements of Powszechny Zakład Ubezpieczeń Spółka Akcyjna for the year ended 31 December 2023, including:
 - a. balance sheet prepared as of 31 December 2023, closing on the assets and liabilities side with a balance sheet total of 52,964,892 thousand zlotys (in words: fifty-two billion, nine hundred and sixty-four million, eight hundred and ninety-two thousand zlotys),
 - b. non-life insurance technical account for the period from 1 January to 31 December 2023, indicating a technical result to be transferred to the general profit and loss account in the amount of PLN 1,454,616 thousand (in words: one billion four hundred fifty-four million six hundred sixteen thousand),
 - c. general profit and loss account for the period from 1 January to 31 December 2023, indicating a net profit of PLN 3,983,187 thousand (three billion nine hundred eighty-three million one hundred eighty-seven thousand),
 - d. statement of changes in equity showing an increase in equity during the financial year ended 31 December 2023 by the amount of PLN 5,060,092 thousand (five billion sixty million ninety-two thousand),
 - e. cash flow statement showing an increase in cash during the financial year ended 31 December 2023 by the amount of PLN

- 29,337 thousand (twenty-nine million, three hundred and thirty-seven thousand),
- f. additional notes to the Financial statements for the year ended 31 December 2023;
- 2) Report of the independent statutory auditor on the audit of the annual financial statements of 20 March 2024;
 - 3) Consolidated financial statements of Powszechny Zakład Ubezpieczeń Group for the year ended 31 December 2023, prepared in accordance with International Financial Reporting Standards, including:
 - a. consolidated statement of financial position as of 31 December 2023, which shows a total of PLN 467,893 million (four hundred and sixty-seven billion, eight hundred and ninety-three million zlotys) on the assets and capitals and liabilities side,
 - b. consolidated profit and loss account for the period from 1 January to 31 December 2023, showing a net profit of PLN 12,452 million (in words: twelve billion four hundred and fifty-two million),
 - c. consolidated statement of comprehensive income for the period from 1 January to 31 December 2023, showing a comprehensive income of PLN 15,264 million (fifteen billion, two hundred and sixty-four million),
 - d. consolidated statement of changes in equity for the period from 1 January to 31 December 2023, showing an increase in equity in the amount of PLN 12,054 million (in words: twelve billion fifty-four million),
 - e. consolidated statement of cash flows for the period from 1 January to 31 December 2023, showing an increase in cash in the amount of PLN 1,742 million (in words: one billion seven hundred and forty-two million),
 - f. supplementary information and notes;
 - 4) Report of the independent statutory auditor on the audit of the annual consolidated financial statements of 20 March 2024;
 - 5) Management Board's report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2023;
 - 6) Report on non-financial information of the PZU Group and PZU SA for 2023;
- made a positive assessment of the above-mentioned documents.

In view of the above, the Supervisory Board of PZU SA decided to submit its assessment to the Ordinary Shareholder Meeting of PZU SA.

The Supervisory Board, in accordance with § 18(1) of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna and Article 395 § 2(1) and Article 395 § 5 of the Commercial Company Code, recommends that the Shareholder Meeting of PZU SA approve:

- Financial statements of Powszechny Zakład Ubezpieczeń Spółka Akcyjna for the year ended 31 December 2023,
- Consolidated financial statements of Powszechny Zakład Ubezpieczeń Spółka Akcyjna Group for the year ended 31 December 2023;
- Management Board's report on the activity of the PZU Group and PZU SA for the financial year ended 31 December 2023;
- Report on non-financial information of the PZU Group and PZU SA for 2023.

II. Evaluation of the Management Board's proposal on the distribution of net profit of PZU SA for the year ended 31 December 2023

The Supervisory Board positively evaluates the proposal of the Management Board of PZU SA to the Ordinary Shareholder Meeting of PZU SA regarding the distribution of net profit of PZU SA for the year ended 31 December 2023, increased by the amount transferred from the supplementary capital created from the net profit for the year ended 31 December 2022, as presented in Resolution No. UZ/130/2024 of the PZU SA Management Board of 13 May 2023 on the adoption of the motion to the Ordinary Shareholder Meeting of PZU SA on the distribution of PZU SA net profit for the year ended 31 December 2023, increased by the amount transferred from the supplementary capital created from the net profit for the year ended 31 December 2022, and recommends to the Ordinary Shareholder Meeting the distribution of net profit for the year ended 31 December 2023 in the amount of PLN 3,983,186,702.06 (say: three billion nine hundred eighty-three million one hundred eighty-six thousand seven hundred and two zlotys 06 gr), increased by the amount of PLN 853,612,399.34 (say: eight hundred fifty-three million six hundred twelve thousand three hundred ninety-nine zlotys 34 gr) transferred from the supplementary capital created from the net profit for the year ended 31 December 2022, i.e. a total of PLN 4,836,799,101.40 (in words: four billion

eight hundred and thirty-six million seven hundred and ninety-nine thousand one hundred and one zlotys 40 gr), as follows:

- 1) PLN 3,747,689,820.00 (said: three billion seven hundred and forty-seven million six hundred and eighty-nine thousand eight hundred and twenty Polish zloty, zero groszy), i.e. PLN 4.34 (said: four Polish zloty and thirty-four groszy) per share, to be designated as dividend payout;
- 2) PLN 8,615,900.00 (said: eight million six hundred and fifteen thousand nine hundred Polish zloty, zero groszy) to be allocated for the Company Social Benefit Fund;

- 3) PLN 1,080,493,381.40 (said: one billion eighty million four hundred and ninety-three thousand three hundred and eighty-one Polish zloty and forty groszy) to be allocated for the supplementary capital.

The Supervisory Board recommends to the Ordinary Shareholder Meeting of PZU SA that the record date be set at 17 September 2024 and the dividend payout date at 8 October 2024.

VII. Concise evaluation of the Company's situation on a consolidated basis, taking into account the adequacy and effectiveness of the Company's systems for internal control, risk management, ensuring compliance with standards or applicable practices, and internal audit

In 2023, net profit attributable to the shareholders of PZU Group parent company was PLN 5,766 million compared to PLN 3,781 million in 2022 (an increase by 52.5%). Net profit reached PLN 12,452 million, i.e. PLN 119.8% more than in 2022, and profit before tax stood at PLN 16,077 million, compared to PLN 8,137 million the year before.

Net result rose by 28.8% compared to last year, net of non-recurring events¹.

Operating profit in 2023 was PLN 16,067 million, up PLN 96.9% compared to the result in 2022.

Key contributors to operating profit included in particular:

- Higher performance in the banking business segment (PLN +7,266 million), in particular, due to an increase in the interest income as a result of increases in interest rates in 2022, negative one-time effects from the previous year, including: costs related to the modification of agreements for PLN mortgage loans granted to consumers due to their suspension of loan repayments (loan repayment holidays), the accession to the Bank Protection System and a payment to the Borrower Support Fund. In addition, there were lower compulsory payment to the Bank Guarantee Fund (BFG) in 2023, and the positive effects were partially

offset by higher operating costs of banks, mainly in Pekao Bank S.A. due to the indexation of salaries and higher property maintenance costs;

- higher profitability on the operating activities of the corporate non-life insurance business (PLN +340 million) as a result of better performance on investments (increases in revenues as a result of a higher level of assets to cover insurance contract liabilities as well as a higher level of money market rates and the purchase of high-yield debt instruments for the portfolio) and also better performance on insurance services (mainly due to higher dynamics of MOD insurance products sales);
- higher operating result in the group and individually continued life insurance segment (+PLN 115 million), mainly as a result of higher investment income allocated to the segment and lower claims and benefits as a result of the decline in mortality after the COVID-19 pandemic (the group and individually continued life insurance portfolio, due to the high and increasing average age of the insured, was particularly exposed to the impact of increased mortality caused by the pandemic and civilization diseases);
- an increase in operating profit in the investment segment (+PLN 83 million) mainly due to an increase in TFI PZU revenues as a result of achieving high rates of return on

¹) Non-recurring events in 2023 include: the updating of the provision for risk related to foreign currency mortgage loans at Bank Pekao S.A. and interest income at Bank Pekao S.A. related to the settlement of the government program to modify contracts of PLN mortgage loans granted to clients due to their suspension of loan repayments (so called "moratorium periods"), which began in 2022, and costs in 2022 related to the accession of Alior Bank S.A. and Bank

Pekao S.A. to the Bank Protection System; a provision created by Bank Pekao S.A. for the legal risk of foreign currency mortgage loans, costs related to the modification of contracts for PLN mortgage loans granted to clients due to their suspension of loan repayments (so called "moratorium periods"), and an allowance for impairment of financial assets and receivables in Ukrainian companies .

assets under management, as well as improved results from the valuation of listed equity portfolios as a result of an improvement in the capital market, and bond portfolios following declines in yields against last year's money market increases and purchases of high-yield debt instruments for the portfolio;

- better performance of the Baltic business (+PLN 59 million) due to higher revenues from insurance contracts triggered by higher sales of motor insurance and health insurance products, partially offset by higher liabilities on claims in the current year and a higher level of amortization of acquisition expenses;
- higher result in the mass insurance segment (PLN +41 million) – mainly by improving the result from investments allocated to the segment and an increase in the result from net insurance services;
- lower performance on the operating activities of the individual protective life insurance products segment (-PLN 5 million), primarily, as a result of changes in financial revenues and expenses on insurance activities, and also better performance on insurance services;
- lower performance on the operating activities in the pension insurance segment (-PLN 21 million), mainly due to a less favorable balance of settlements with the Insurance Guarantee Fund of the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych, "KDPW"), partially offset by an increase in fund management fees.

In the individual operating result items, the PZU Group posted:

- an 8.6% increase in insurance revenues – to PLN 26,868 million, (+PLN 1,735 million after reinsurance premium allocations), including an increase in amortization of liability for remaining coverage (LRC) as a consequence of higher sales growth mainly in MOD insurance (average premium growth resulting from rising vehicle values and a higher number of insureds) to a lesser extent in MTPL (mainly on the Link4 TU SA portfolio) and non-motor insurance in both non-life insurance segments. increased revenue was noted in the Baltic countries segment as a result of higher sales in non-life insurance segment, including MTPL and MOD insurance products (due to higher fees in the region), as well as health and non-

life insurance products. The increased level of insurance contract revenue is also triggered by a higher y/y level of premiums allocated to recovery of insurance acquisition cash flows as a consequence of growing sales and a simultaneous increase in commission costs (changes in the sales distribution channels).

- the higher level of insurance service expenses, which amounted to PLN 22,746 million, i.e. 7.6% more than in 2022. Expenses adjusted for the amounts recoverable from reinsurers increased by PLN 1,379 million, and this resulted from:
 - higher administrative expenses attributable to the insurance activities in the insurance business segments in Poland due to an increase in personnel costs and in real estate costs (indexation of rental prices, utilities, costs of the new headquarters and IT expenses for group work tools);
 - amortization of acquisition cash flow (impact of change in the sales distribution channels);
 - higher liabilities of the current year, including in particular in the mass non-life insurance segment and the Baltic companies, partially offset by lower claims and benefits in the group and individually continued life insurance segments as a result of the decline in mortality following the COVID-19 pandemic,
 - the release of a higher net excess of prior years' claims reserves over the current projected value of payouts; (including, the effect of the release of the reserve without payout in the contract guarantee of PLN 60.3 million in the corporate non-life insurance);
- 83.8% higher investment income, exclusive of interest expenses, and 82.6% higher income after factoring in the interest expenses² (increase from PLN 10,586 million to PLN 19,325 million). Growth pertained to investment income from both banking and non-banking activities. The higher performance in banking activities was related in particular to the increase in interest income of both banks as a result of a series of interest rate hikes in 2022 and the absence in 2023 of one-time effects recognized in 2022, including:

² including: interest income calculated using the effective interest rate, other net investment income, result on derecognition of financial instruments and investments, movement in allowances for expected credit losses and impairment

losses on financial instruments, net movement in fair value of assets and liabilities measured at fair value, and interest expenses.

a lower level of legal risk allowances for foreign currency mortgage loans created by Pekao Bank S.A. and costs incurred in 2022, related to the modification of contracts for PLN mortgage loans granted to consumers due to their suspension of loan repayments (so-called loan repayment holidays), amounting to PLN 1,958 million at Bank Pekao S.A. and PLN 502 million at Alior Bank S.A. At the same time, an increase in investment income was posted in investment activity, net of banking activity³. Compared to 2022, it was higher mainly as a result of an increase in results from investment activities on the asset portfolio covering investment products and as a result of an increase in the income level of the following portfolios:

- listed shares due to an improvement in the capital market;
- money market instruments due to higher WIBOR rates as well as higher portfolio assets;
- Polish sovereign bonds as a result of purchasing high-yield instruments for the portfolio.

Better performance on the asset portfolio covering investment products did not affect the PZU Group's total net profit, as it was offset by the insurance finance income or expenses;

- an increase in net commissions and fees to PLN 3,786 million, compared with PLN 3,687 million in 2022, mainly related to an increase in revenues of TFI PZU SA as a result of achieving high rates of return on assets under management partially offset by a higher level of commission expenses on payment card transactions at banks;
- movement in the negative balance of other operating income and expenses – to PLN 2,983 million, compared with PLN 3,946 million in 2022. It was mainly related to the one-time effects of 2022 in the banks – the payment of PLN 696 million to the aid fund in connection with the accession of Alior Bank S.A. and Bank Pekao S.A. to the Bank Protection System and the payment of PLN 231 million to the Borrower Support Fund. In addition, there was a PLN 116 million lower charge for payments to the Bank Guarantee Fund in 2023, while the charge for the tax on financial institutions increased in total from PLN 1,452 million in 2022 to PLN 1,496 million in 2023 (this is the result of an increase in taxable assets, not the tax rate).

Drivers and atypical events affecting the results

In 2023, the PZU Group's result was burdened as a result of updating the provision for risk related to foreign currency mortgage loans at Bank Pekao S.A. in the amount of PLN 406 million (out of which PLN 497 million burdened other operating expenses, and PLN 91 million was reported as a movement in allowances for expected credit losses and impairment losses on financial instruments). In addition, an amount of PLN 103 million was included in Bank Pekao S.A.'s interest income, representing the unrealized portion of the government's program, launched in 2022, to modify the contracts of PLN mortgage loans granted to consumers due to their suspension of loan repayments (so-called "moratorium periods").

In 2022 PZU Group's result was burdened by non-recurring effects related to banking activities including:

- costs associated with the accession of a Bank Pekao S.A. and Alior Bank S.A. to the Bank Protection System in the amount of PLN 482 million and PLN 214 million, respectively;
- updating the provision for legal risk related to foreign currency mortgage loans at Bank Pekao S.A. in the gross amount of PLN 1,598 million (out of which PLN 352 million burdened other operating expenses, and PLN 1,246 million was reported as a movement in allowances for expected credit losses and impairment losses on financial instruments);
- costs related to the modification of agreements for PLN mortgage loans granted to consumers due to their suspension of loan repayments (the so-called moratorium periods), in the gross amount of PLN 1,958 million at Bank Pekao S.A. and PLN 502 million at Alior Bank S.A.

In addition, due to the Russian Federation's invasion of Ukraine on 24 February 2022, PZU SA's Management Board assessed the impact of this event on the PZU Group's operations, business continuity, financial position and going concern. As a result of this analysis and due to the downgrading of Ukraine's rating, the PZU Group decided to recognize write-downs in the consolidated income statement for 2022, mainly for financial assets and receivables. The impact of these write-downs on the PZU Group's consolidated net result reached PLN 94 million.

³ Banking activity: data of Bank Pekao S.A. and Alior Bank S.A.

PZU SA

In 2023, the issuer (PZU SA) recorded a technical result of PLN 1,455 million, compared to PLN 1,267 million in 2022, an increase by 14.8% (+188 million y/y). Net profit was PLN 3,983 million, up 143.4% relative to PLN 1,637 million generated in the previous year. Disregarding the dividends received from PZU Życie SA, PZU SA's net profit was PLN 3,086 million, and was by PLN 1,996 million, i.e. 183.3 %, higher compared to 2022.

As regards the individual net result items, PZU SA recorded:

- increase in gross written premium to PLN 16,187 million, or 10.2% more than in the previous year. This was due to higher premiums from MOD insurance, insurance against fire and other damage to property (mainly as a result of increased sales of housing insurance and PZU Firma) as well as MTPL and GTPL, as well as assistance insurance. After the reinsurers' share and change in the provision for unearned premiums, net earned premium was PLN 13,843 million and was 8.6% higher than in 2022;
- higher level of claims and benefits – amounting to PLN 8,377 million, which means an increase by PLN 483 million, i.e., 6.1% compared to 2022. The main change is an increase in the motor insurance group (both MTPL and MOD), partially offset by lower claims expenses in insurance against fire and other damage to property and insurance guarantees;
- an increase in net income from investing activities⁴ to PLN 3,604 million (up 176.6% y/y) as a result of improved performance of subordinated companies, particularly in the banking business, as well as higher dividends from PZU Życie SA;
- acquisition expenses higher by PLN 343 million, or 12.2%, compared to 2022, including reinsurance commissions, as a consequence of the growing insurance portfolio and the high share of multiagency channel in the sales structure, characterized by higher commission rates;
- a 19.4% increase in administrative expenses, from PLN 759 million in 2022 to PLN 906 million in 2023. The increase is primarily the result of higher personnel costs (the impact of employee salary increases due to changes in

the macroeconomic environment) and real property costs as a result of indexation of rental prices, utilities and the cost of the new headquarters. The effect compounded by higher marketing costs.

Rating

Since 2004, PZU SA and PZU Życie SA have been subject to regular reviews by the rating agency of S&P Global Ratings (S&P). The rating assigned to PZU SA and PZU Życie SA results from an analysis of financial data, competitive position, management and corporate strategy of both companies as well as the sovereign rating. It also includes a ratings outlook, or an assessment of the Company's future position in the event that specific circumstances occur.

Recent rating/outlook changes:

On 6 April 2020, the rating agency of S&P Global Ratings (S&P) revised the rating outlook of PZU SA from “positive” to “stable.” The financial strength and credit ratings of PZU SA remained at A-.

Recent rating/outlook affirmation:

On 1 March 2024, the rating agency of S&P Global Ratings (S&P) affirmed the financial strength and credit ratings of PZU SA at A with a stable outlook.

Capital Policy and Solvency

On 25 March 2021 the PZU SA Supervisory Board adopted a resolution to approve the PZU Group's Capital and Dividend Policy for 2021–2024 (“Policy”). The adopted Policy is a continuation of the principles set forth in the PZU Group's Capital and Dividend Policy for 2016–2020.

In accordance with the Policy, the PZU Group endeavors to do the following:

- 1) manage capital effectively by optimizing the use of capital from the PZU Group's perspective;
- 2) maximize the rate of return on equity for the parent company's shareholders, in particular, by maintaining the level of security and retaining capital resources for strategic growth objectives through the organic growth and acquisitions;
- 3) ensure sufficient financial means to cover the PZU Group's liabilities towards its clients.

⁴ investing activities include investment income, unrealized gains on investments, costs of investing activities, unrealized losses on investments and share in net profit (loss) of subsidiaries measured by equity method.

The capital management policy is based on the following principles:

- 1) manage the PZU Group's capital (including excess capital) at the level of PZU;
- 2) sustain target solvency ratios at the level of 200% for the PZU Group, PZU SA and PZU Życie SA (according to Solvency II);
- 3) maintain the PZU Group's financial leverage ratio at a level no higher than 25%;
- 4) ensure funds for growth and acquisitions;
- 5) maintain the financial conglomerate's surplus own funds above the pertinent requirements for solvency;
- 6) PZU SA shall not issue any new shares for the duration of this Policy.

Under the Policy, certain temporary deviations in the actual solvency ratio above or below the target level may occasionally occur.

The PZU SA and PZU Group's dividend policy rests on the following principles:

- 1) The PZU Group endeavors to manage capital effectively and maximize the rate of return on equity for the parent company's shareholders, in particular by maintaining the level of security and retaining capital resources for strategic growth objectives through acquisitions;
 - 2) the dividend amount proposed by the parent company's Management Board which PZU SA pays for the respective financial year is determined on the basis of the PZU Group's consolidated financial result attributable to equity holders of the parent company, where:
 - a) not more than 20% will increase retained earnings (supplementary capital) for purposes of organic development and innovations, and implementation of development initiatives;
 - b) no less than 50% is subject to payment as an annual dividend;
 - c) the remaining part will be paid in the form of annual dividend or will increase retained earnings (supplementary capital) if significant expenditures are incurred in connection with execution of the PZU Group Strategy, including in particular, mergers and acquisitions
- with the reservation that:

- 3) according to the Management Board's plans and risk and solvency self-assessment of the parent company, the own funds of the parent company and the PZU Group following the declaration of payment or payment of a dividend will remain at a level that will ensure fulfilment of the conditions specified in the Capital Policy of the PZU Group and PZU SA (items 2 to 5);
- 4) when determining the dividend the regulatory authority's recommendations concerning dividends will be taken into consideration.

As at the end of 3Q23, the estimated solvency ratio for the PZU Group (calculated according to the standard Solvency II equation) was 238%, a level above the average solvency ratio reported by insurance groups in Europe.

As of the end of 2023, the audited solvency ratio "Solvency II" for PZU was 238%.⁵

The Supervisory Board assesses that the actions implemented by PZU SA allow the Company to continue its further development and achieve good financial results in the coming years.

PZU SA has an internal control system (ICS) in place, adjusted to the scale of its operations and its organizational structure. Its purpose is to ensure the effectiveness and efficiency of operations within the organization, reliability of financial reporting and compliance of the Company's operations with the applicable laws and internal regulations.

The ICS comprises supervision, overall administrative and accounting procedures, organizational structures, reporting systems, solutions implemented in IT systems, the compliance function and other control mechanisms contributing to the security and stability of the Company's operations by ensuring:

- efficiency and effectiveness of the operating activity;
- reliability of information communicated inside and outside the Company and assurance of availability and reliability of such information, in particular pertaining to financial statements;
- adequacy and effectiveness of risk controls (control operations should be commensurate with the level of risk involved in the operations and processes under control);

⁵ in accordance with the distribution of PZU SA's profit for 2023 assumed in own funds in PZU SA's Report on Solvency and Financial Condition as of and for the financial year ended 31 December 2023

- responsible and transparent management of the Company;
- compliance of the Company's activity with internal regulations and the standards of conduct adopted by the Company.

The following elements are distinguished within the ICS:

- control function aiming at ensuring compliance with control mechanisms concerning, in particular, risk management in the Company;
- independent compliance cell (Compliance Department – BCM) whose purpose is to execute the compliance function and to ensure systemic solutions with regard to efficiency and effectiveness of the ICS;
- independent internal audit cell (Internal Audit Department – BAW) whose purpose is to carry out independent and objective assessment and evaluation of adequacy and effectiveness of the internal control system and other elements of the system of governance.

The ICS is built on the basis of the said elements and is based on a model of three independent and complementary levels, i.e., three lines, where:

- the first line is comprised of activities of business processes owners, encompassing the operational management of risk associated with the Company's operations and processes carried out as part of those operations;
- the second line is comprised of activities of the Compliance Department and risk management by other specialized business units specified in internal regulations on risk management and dealing with risk identification, measurement, monitoring and reporting and controlling the limits;
- the third line is provided by activities of the Internal Audit Department.

Supervision over the internal control system within the Company is exercised by:

- oversight exercised by the Supervisory Board;
- activities of the Management Board, including the establishment of an adequate and effective internal control system and periodic assessment of the functioning of the ICS;
- oversight exercised by the managers of functional divisions, specialist units and organizational cells in their subordinated organizational units/cells;
- oversight exercised by the Compliance Department in the area of system solutions aimed at ensuring adequacy and effectiveness of risk control in the business processes covered by the ICS.

The head of the respective organizational division/unit/cell is responsible for the deployment of an effective ICS in the supervised area of the Companies' activity, in particular for designing and ensuring efficient operation of control actions as integral components of operating processes.

An element of the ICS adopted by PZU SA is the compliance function supervised by the Director of the Compliance Department. The appointment and dismissal of the Director of the Compliance Department must be consulted with the Audit Committee. The Director of the Compliance Department has direct access to the Company's Management Board Members and Supervisory Board Members, and representatives of the Compliance Department participate in meetings of selected committees established within the Company's structure.

The PZU Group's ICS has been developed at the level of the leading entity (i.e., PZU SA) and is applicable to all members of the PZU Group, in consideration of their distinct nature, proportionality and adequacy. With regard to regulated entities existing within banking groups, the internal control system has been designed at the level of each of these groups, taking into account the applicable sectoral regulations.

As part of its cooperation with PZU Group entities, PZU SA analyzes information that it receives regularly from these entities concerning the organization of the internal control system, internal control conducted and evaluation of the internal control system, in order to improve unified standards for the operation of an effective internal control system.

The appointment of the Audit Committee has served the purpose of increasing the effectiveness of supervisory activities performed by the Supervisory Board with regard to the monitoring of financial reporting processes.

The Committee's tasks associated with monitoring the financial reporting process and the provision of advisory and evaluation services include, in particular:

- tentative evaluation of the Management Board's report on the activity of the Company and the Company's annual financial statements;
- tentative evaluation of the Management Board's report on the activity of the Company's group and the annual consolidated financial statements of the Company's group;
- tentative evaluation of all financial documents submitted to the Supervisory Board, in particular of the annual financial plan prepared by the

Management Board and the report on its implementation;

- issuance of opinions on the core principles of the financial reporting and accounting system in place at the Company, including the criteria for the consolidation of results of individual entities from the Company's group;
- provision of the Supervisory Board with conclusions and recommendations concerning the rationale for any modification of the financial reporting system in place at the Company and the Company's group and information about material irregularities in such a system or risks associated with its organization and operation, known to the Committee.

The Audit Committee presents recommendations regarding the selection of an audit firm to perform the audit and review of the financial statements to the Supervisory Board.

The statutory auditor selected by the Supervisory Board upon a recommendation of the Audit Committee, reviews interim standalone and consolidated financial statements, audits annual standalone and consolidated

financial statements and annual solvency and financial condition reports required by the Solvency II Directive (for PZU and the PZU Group).

The internal control system and the risk management system are subject to evaluation, among other things, by internal audit, which operates under conditions that ensure objectivity and independence. The person managing internal audit reports organizationally directly to the President of the Management Board, and functionally to the Audit Committee of the Supervisory Board, and has the authority to communicate directly with the Chairman of the Supervisory Board and the Chairman of the Audit Committee, particularly with regard to identified material irregularities. A system of dual reporting on the results of actions taken is used: to the Management Board and the Audit Committee of the Supervisory Board. Acceptance of the draft audit plan and any amendment to it requires the prior opinion of the Audit Committee of the Supervisory Board. The appointment or dismissal of a person managing the audit in PZU SA requires the opinion of the Audit Committee. In addition, at PZU SA, internal audit is independent of operational functions.

In fulfilling the expectations of the Polish Financial Supervision Authority set forth in the document "Good Practices for Public Interest Entities on the Principles of Appointment, Composition and Functioning of the Audit Committee" and the

principles set forth in the "Best Practices of WSE Listed Companies 2021", a review of PZU SA's internal audit function is carried out by an independent auditor at least once every five years. The selection of the auditor performing the review is conducted with the participation of the Audit Committee of the Supervisory Board.

The implementation of audits in PZU SA in 2023 was conducted on the basis of the Audit plan, positively reviewed by the Audit Committee of the Supervisory Board and subsequently adopted by a resolution of the PZU SA Management Board, prepared on the basis of an assessment of the risks present in specific areas of the Company's operations.

The results of the audits, the recommendations issued and their implementation (covered by the Internal Audit Department's monitoring process) are periodically presented to the Company's Management Board and the Audit Committee of the Supervisory Board in Quarterly reports. In accordance with the adopted rules described in the Internal Audit Regulations, the Internal Audit Department prepares an annual report on its activities, which is submitted to the Company's Management Board by 31 March of the year following the year to which it relates, and then to the Audit Committee on dates that depend on the order and timing of meetings of the Audit Committee of the Supervisory Board. The Internal Audit Department has prepared an annual report on its activities in 2022, including information on the implementation of the audit plan and the status of the recommendations made, as well as an assessment of the internal control system and risk management system.

The Internal Audit Department coordinates the functioning of internal audit in key PZU Group entities. As in previous years, based on cooperation agreements, internal audit obtains information on the adequacy and effectiveness of their implemented risk management and internal control systems.

In 2023, the Company had a risk management system in place, adapted to the scale of operations and organizational structure. The risk management system was based on the following elements:

- split of duties and tasks performed by statutory bodies, committees, individual organizational units and cells in the risk management process;
- risk management process, including risk identification, measurement and assessment, monitoring and control methods, risk

reporting and undertaking management actions.

The split of duties and tasks in the risk management system is based on four decision-making levels. The first three levels include:

- the Supervisory Board, which supervises the risk management process and assesses its adequacy and effectiveness as part of its decision-making powers defined in the Company's Articles of Association and the Rules and Regulations of the Supervisory Board;
- the Management Board, which organizes the risk management system and ensures that it is operational, by adopting strategies and policies, setting the level of risk appetite, defining the risk profile as well as tolerance levels for the individual categories of risks;
- committees, which make decisions to mitigate individual risks to a level determined by the risk appetite. The committees adopt procedures and methodologies for mitigating the individual risks and accept individual risk limits. A special role is played by the PZU Group's Risk Committee, which provides support in implementing an effective risk management system that is consistent across the PZU Group. The operational objective of the PZU Group Risk Committee is to coordinate and supervise activities related to the PZU Group's risk management system and processes.

The fourth level relates to the operational level, where tasks related to the risk management process are divided among three lines of defense:

- the first line of defense – entails ongoing risk management at the entities' business unit and organizational unit level and decision-making as part of the risk management process. The management is responsible for the implementation of an effective risk management system in the supervised area of the Company's activity, in particular for designing and ensuring efficient operation of identification and monitoring actions as integral components of operating processes, ensuring appropriate response to existing risks;
- the second line of defense – risk management by specialized units responsible for risk identification, measurement, monitoring and reporting, as well as for limits control; Within the second line of defense, the following play a special role in the process: Risk Department, Compliance Department, Security

Department, Planning and Controlling Department, Actuarial Department, Reinsurance Department, Legal Department and HR Department;

- the third line of defense – entails internal audit that conducts independent audits of the elements of the risk management system as well as control activities embedded in the Company's operations. This function is performed by the Internal Audit Department.

The risk management process consists of the following steps: identification, measurement and assessment, monitoring and control, reporting, management action.

The primary risk categories identified at the Company include: market risk, credit risk, concentration risk, actuarial risk, operational risk, model risk and compliance risk. Each risk deemed material is subject to measurement involving the definition of risk measures appropriate to the type and availability of data, and quantification of the risk using established measures or expert assessment included in the measurement of total risk.

Risk management processes provide reports at decision-making levels appropriate to the type and materiality of the risk. In particular, in accordance with the applicable rules, reports are submitted to the Supervisory Board, the Company's Management Board and the PZU Group Risk Committee, the Investment Risk Committee, the Investment Committee and the Asset and Liability Management Committee. Management actions for specific risk categories are defined in internal regulations or adopted management standards for these risks.

Depending on the type and characteristics of the risk, these activities may include, in particular: risk avoidance, risk transfer, risk mitigation, risk level acceptance, and tools to support these activities such as limits or a reinsurance program.

Two levels are distinguished in the PZU Group risk management process:

- the PZU Group level – ensures that the PZU Group attains its business objectives in a safe manner appropriate to fit the scale of the risk involved. The PZU Group provides support for the implementation of a risk management system, including the introduction of compatible mechanisms, standards and organization of an efficient operation of the internal control system (with particular emphasis on the compliance function), the risk management system (in particular in the reinsurance area) and the security

management system in the PZU Group, and monitors their ongoing application. The PZU Group's designated personnel cooperates with the management boards of companies and managers of such areas as finance, risk, actuarial services, reinsurance, investments and compliance on the basis of relevant mutual cooperation agreements. Moreover, in connection with the PZU Group obtaining the status of a financial conglomerate, a risk concentration management system was implemented to ensure that entities in the PZU Financial Conglomerate attain their business objectives in a manner ensuring financial stability at the level of both the entire conglomerate and individual entities. The system monitors appropriate risk concentration measures and their limits and threshold values. Risk measurement permits identification of the sources of concentration in individual risks at the level of both the financial conglomerate and individual regulated entities and supports an assessment of the impact of these concentrations on financial stability;

- the entity level – ensures that the PZU Group entity pursue its business objectives in a safe manner appropriate to the scale of the risk involved. Monitored at this level are the limits and risk categories specific to the company and, as part of the risk management system, mechanisms, standards and organization are implemented for the efficient operation of the internal control system (with particular emphasis on the compliance function), the risk management system (in particular in reinsurance area) and the security management system.

PZU SA supervises the PZU Group's risk management system on the basis of mutual cooperation agreements concluded with PZU Group entities and the information provided on the basis of those agreements, and manages the PZU Group's risk in aggregate, in particular with regard to capital requirements. The agreements entered into and the scope of information to be provided take into consideration the specific legal

nature of each entity, including limitations arising from banking secrecy rules.

Risk management at the PZU Group level is ensured by an additional recommendation issued by PZU SA (as the parent company) regarding the organization of the risk management system in the subsidiaries from the insurance and banking sector. Additionally, guidelines regulating precisely the various risk management processes in PZU Group entities are in place.

The management boards of PZU Group entities are responsible for fulfilling their own duties in accordance with the generally applicable provisions of national and international law. In particular, they are responsible for implementation of an adequate and effective risk management system.

Supervision over the risk management systems in the various regulated entities is exercised by the supervisory boards to which PZU SA appoints its representatives.

In order to assess the situation of PZU SA, the Supervisory Board in 2023 periodically analyzed information and reports submitted by the Management Board of PZU SA and commissioned additional analyses on issues relevant to the assessment of the Company's situation.

Due to the ongoing audit of selected areas of the Company's business, pending the audit completion, the Supervisory Board of PZU SA does not make a recommendation to the Ordinary Shareholder Meeting of PZU SA that members of the Management Board of PZU SA be granted discharge for the performance of their duties on the Management Board of PZU SA in 2023, namely:

- Beata Kozłowska-Chyła, President of the Management Board,
- Ernest Bejda, Management Board Member,
- Małgorzata Kot, Management Board Member,
- Krzysztof Kozłowski, Management Board Member,
- Tomasz Kulik, Management Board Member,
- Piotr Nowak, Management Board Member,
- Maciej Rapkiewicz, Management Board Member,
- Małgorzata Sadurska, Management Board Member.

VIII. Assessment of the application of Corporate Governance Rules for Regulated Institutions

On 22 July 2014, the Polish Financial Supervision Authority issued the Corporate Governance Rules for Regulated Institutions (the "Rules"), which are a set of guidelines (soft law standards) that should

be applied by regulated entities as of 1 January 2015 within the framework of applicable law and taking into account the principle of proportionality.

The Management Board and Supervisory Board of PZU SA declared their readiness to apply the Rules to the objectively broadest possible extent, taking into account the principle of proportionality and the principle of “comply or explain” arising from their content. The said declarations were confirmed by the Management Board and Supervisory Board of PZU SA by adopting appropriate resolutions.

Information on the application of the Rules was presented by the PZU SA Management Board and Supervisory Board during the PZU SA Ordinary Shareholder Meeting (“PZU SA OSM”) held on 30 June 2015. The PZU SA OSM declared that the Shareholder Meeting, acting within its powers, will be guided by the Rules, subject to those which the PZU SA OSM has waived.

The detailed statement on PZU SA's compliance with the Rules, taking into account the rules partially complied with and those which do not apply to PZU SA due to the nature of its operations is available on the PZU SA's website.

In particular, PZU SA pays attention to the following matters and activities.

- PZU SA has appropriate bylaws and internal regulations for its organization and organizational structure; PZU SA's organization enables the achievement of long-term strategic goals and independent monitoring of operational and strategic risks;
- the PZU organizational structure is commensurate with the scale of operations, the extent of realized functions and the scale and complexity of risks, and it effectively supports the achievement of the Company's strategic objectives as well as immediate business and operating goals;
- PZU SA conducts its activities taking into account the interests of all stakeholders, including providing equal access to information to all shareholders of the Company; all information is posted, among other things, on the PZU SA website in the Polish and English-language Investor Relations service; the service has a separate tab dedicated only to Shareholder Meetings, where draft resolutions with justifications are posted each time a Shareholder Meeting is announced;
- PZU SA's Articles of Association clearly define the competencies of the Management Board, Supervisory Board and Shareholder Meeting, ensuring the separation of ownership and management functions;
- The Management Board is the only body authorized and responsible for managing the business of PZU SA, acting in the interests of PZU SA, in accordance with the Rules and Regulations of the PZU SA Management Board and guided by laws, recommendations of supervisory authorities and internal regulations, having the safety of the Company in its mind;
- the work of the Company's Management Board is directed by the President; the Members of the Management Board are jointly responsible for the decisions which are reserved for their remit, regardless of the internal division of responsibility for the respective areas of operations; the scopes of the areas supervised by individual Members of the Management Board are defined in a clear and unambiguous manner in the Order of the President of the PZU SA Management Board on organizational oversight performed in the Company by the Management Board Members;
- Management Board Members are not involved in social or profit-making activity which could lead to a conflict of interest with respect to PZU SA's operations, or adversely affect their reputation as a Management Board Member;
- the Supervisory Board is a supervising body at PZU, it exercises constant and continuous supervision over PZU SA's operations in all areas and may undertake necessary supervisory action in an ongoing manner;
- Supervisory Board Members are not involved in social or profit-making activity which could lead to a conflict of interest with respect to PZU's operations, or adversely affect their reputation as a Supervisory Board Member;
- the rules for compensating the Management Board and Supervisory Board members are regulated by the Compensation Policy for members of the PZU SA Management and Supervisory Boards, adopted by the Shareholder Meeting of PZU SA by Resolution 36/2020 of 26 May 2020 (as amended); the Supervisory Board prepared and presented to the Ordinary Shareholder Meeting of PZU SA on 7 June 2023 the Report on the Compensation Policy at PZU SA, which is part of the Supervisory Board Report for 2022;
- the compensation policy is not an incentive to take excessive risk within PZU's operations; the rules governing variable compensation aim to support proper and efficient risk management, discourage excessive risk-

taking, and assist in the implementation of the PZU Group's Strategy;

- PZU SA has internal regulations which cover, among other things, issues related to ensuring compliance of marketing activities with the law, in particular with the laws on competition and consumer protection and on combating unfair competition;
- PZU endeavors to make communication with clients simple and understandable; the process and rules for handling complaints, including issues of timeliness and quality of processing of client requests, are defined in PZU's internal regulations;
- PZU SA has an internal control system adapted to the scale of operations and organizational structure, there is an organizationally and competently separated Compliance Department, which performs tasks in ensuring compliance of the insurance company's operations with the law and internal regulations, and there is an effective internal audit function, whose activities consist of systematic and orderly evaluation of the adequacy and effectiveness of the internal control system and other elements of the management system;
- PZU SA has an adequate and effective risk management system;
- the Audit Committee of the PZU SA Supervisory Board supervises and monitors the effectiveness of the internal control, internal audit and risk management systems at PZU SA within the framework of the decisions set forth in the PZU SA's Articles of Association and the Rules and Regulations of the PZU SA Supervisory Board.

PZU SA partially complies with:

- the rule laid down in § 8(4) of the Rules, concerning the enabling of all shareholders to participate in the Shareholder Meeting, including by procuring the possibility of actively participating electronically in the meetings.

Presently, PZU SA shareholders may follow the broadcast of the Shareholder Meeting, however PZU SA decided not to introduce the so-called e-Shareholder Meeting, because, in PZU's opinion, there are a number of factors of a technological and legal nature which may affect the proper conduct of the Shareholder Meeting; legal concerns include the possibility of identifying the shareholders and verifying their legitimacy; the risk of the

occurrence of technical difficulties, e.g. with the Internet connection or possible external interference in the IT systems, may disrupt the work of the Shareholder Meeting and evince doubts concerning the efficacy of the resolutions adopted during its course; the materialization of the above risks may affect the proper application of this rule to its full extent;

- the rule laid down in § 21(2) of the Rules, stipulating that in the composition of the supervising body, there should be a separate function of a chairperson who directs the work of the supervising body, and the election of the chairperson of the supervising body should be based on experience and leadership skills, taking into account the criterion of independence.

Pursuant to the Commercial Company Code and the Articles of Association of PZU SA, the Supervisory Board of PZU SA includes the function of the Chairman of the Supervisory Board; the composition of the Supervisory Board of PZU SA, including the function of the Chairman, is shaped in accordance with the independence criteria indicated in the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision; moreover, according to § 20(8) of PZU SA's Articles of Association, at least two members of the Supervisory Board meet the independence criteria set forth in the Best Practices of WSE Listed Companies, adopted by the Board of Giełda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange). In particular, the election of the Chairman of the Supervisory Board is made on the basis of the criterion of possessed knowledge, experience and skills, which confirm the competence necessary for the proper performance of supervisory duties; the application of the criterion of independence in the case of the Chairman, according to the explanation of the Polish Financial Supervision Authority of the principle in question, may raise doubts about potential conflicts with the provisions of the law on the rights of shareholders;

- the rule laid down in § 49(3) of the Rules, concerning the appointment and dismissal in a regulated institution of the person managing the internal audit cell and the person managing the compliance cell with the consent of the supervising body or the audit committee.

PZU SA applies the rules laid down in § 14 of the Rules to their full extent, which means that the PZU SA Management Board is the sole body empowered to, and responsible for, managing the Company's activity; moreover, according to the labor law regulations, the managing body exercises labor law activities; on account of the foregoing, PZU SA has adopted a solution that anticipates that the selection and dismissal of the person managing the internal audit cell is accomplished while taking into account the opinion of the Audit Committee of the Supervisory Board; the person managing the compliance cell is appointed and dismissed in an identical manner; in making these decisions, the Management Board obtains the Audit Committee's opinions.

The PZU SA OSM has waived the following rules:

- the rule laid down in § 10(2) of the Rules reading as follows: "The implementation of personal rights or other special rights for shareholders of the regulated institution should be justified and serve the accomplishment of the regulated institution's material operating goals. The possession of such rights by shareholders should be reflected in the wording of the primary governing document of the regulated institution."
The waiving of this rule is due to the unfinished process of the Company's privatization by the State Treasury; in practice, in accordance with the generally applicable law, including the Commercial Company Code, all shareholder rights are reflected in the Company's Articles of Association and are always justified; an example is § 20(7) of the Articles of Association, which grants the State Treasury the right to appoint and remove one member of the Supervisory Board. Leaving such a power to the State Treasury was justified during the period of the Company's privatization, with the Articles of Association stating that this power will expire when the Treasury ceases to be a shareholder of the Company.
- the rule laid down in § 12(1) of the Rules reading as follows: "Shareholders are responsible for recapitalizing without delay a regulated institution in a situation in which it is necessary to maintain the regulated institution's equity at the level required by

the legal regulations or oversight regulations as well as when the security of the regulated institution so requires."

The waiving of this rule is due to the unfinished process of the Company's privatization by the State Treasury; the decision to apply this rule should be made by the Company's shareholders, taking into account the provisions of generally applicable law, in particular Article 301 §§ 4 and 5 of the Commercial Company Code, according to which shareholders are only obliged to provide the services specified in the Articles of Association and are not liable for the Company's obligations.

- the rule laid down in § 28(4) of the Rules reading as follows: "The decision-making body assesses whether the implemented compensation policy fosters the regulated institution's development and operating security."

The waiving of the rule with regard to the compensation policy for persons who discharge key functions (i.e., other than the Management Board and Supervisory Board) was justified by the overly broad subjective scope of the compensation policy subject to review by the decision-making body. The compensation policy for persons who discharge key functions and who are not members of the supervising and management bodies is subject to the evaluation of their employer or principal, which is PZU SA represented by the Management Board and controlled by the Supervisory Board.

Pursuant to Article 90g of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies, the company's supervisory board is required to prepare an annual report on the remuneration of management and supervisory board members. The first report on the remuneration of members of the Management Board and Supervisory Board covered the years 2019 and 2020 (in accordance with Article 36 of the Act of 16 October 2019 amending the Act on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies and certain other acts) and was adopted by Resolution of the

Shareholder Meeting of PZU SA No. 32/2021 of 16 June 2021. On 29 June 2022, the Supervisory Board's Report on the remuneration of members of the Management Board and Supervisory Board of PZU SA for 2021 was adopted by Resolution of the Shareholder Meeting of PZU SA No. 30/2022. On 7 June 2023, the Supervisory Board's Report on the remuneration of members of the Management Board and Supervisory Board of PZU SA for 2022 was approved by the resolution of the Shareholder Meeting of PZU SA No. 66/2023. The compensation policy for members of the PZU SA Management and Supervisory Boards, adopted by the Shareholder Meeting's Resolution No. 36/2000 of 26 May 2020 (as amended), is reviewed by the Company's Management Board once a year, and a report determining the status of the Policy's implementation and recommendations for changes to the Policy, if necessary, is presented to the Supervisory Board. In addition, a commitment to adopt the PZU SA Shareholder Meeting's resolution on the Policy at least every four years was introduced. On 7 June 2023, Resolution No. 65/2023 of the Shareholder Meeting of PZU SA amended the Policy to ensure that sustainability requirements are properly integrated into the risk management process at the PZU Group level, in particular on the basis of the principles set forth in the Company's relevant internal regulations.

Furthermore, the following rules are not applicable to PZU SA:

- the rule laid down in § 11(3) of the Rules reading as follows: "In the event that the decision-making body makes a decision concerning a transaction with a related party,

all shareholders should have access to all information required to assess the conditions on which it is implemented and its impact on a regulated institution's standing."

At PZU SA, the shareholder meeting does not make decisions on transactions with related parties;

- the rule laid down in § 49(4) of the Rules reading as follows: "In a regulated institution in which there is no audit or compliance cell, the rights ensuing from sections 1-3 are vested in the persons responsible for performing these functions." Audit and compliance functions operate at PZU SA.
- the rule laid down in § 52(2) of the Rules reading as follows: "In a regulated institution in which there is no audit or compliance cell or no cell responsible for this area has been designated, the information referred to in section 1 shall be conveyed by the persons responsible for performing these functions." Audit and compliance functions operate at PZU SA.
- rules laid down in Chapter 9 of the Rules "Exercise of rights from assets acquired at the client's risk." PZU SA does not offer products that involve asset management at the client's risk.

No events occurred during the reporting period that would make it necessary to update the information presented above.

In view of the above, the Supervisory Board of PZU SA assesses that the rules introduced by the document Corporate Governance Rules for Regulated Institutions are applied appropriately and in accordance with the declarations of the statutory bodies of PZU SA.

IX. Assessment of the Company's application of the principles of corporate governance and the manner of fulfilling the information obligations regarding their application specified in the Stock Exchange Rules and regulations on current and periodic information provided by issuers of securities, together with information on the actions taken by the Supervisory Board to make this evaluation

PZU SA has complied with the principles of corporate governance expressed in the Best Practices of WSE Listed Companies document, since the date of admission of the shares to trading on the regulated market.

As of 1 July 2021, the document Best Practices of WSE Listed Companies 2021 ("BPLC 2021"),

adopted by resolution of the WSE Supervisory Board on 29 March 2021, is in force.

On 30 June 2022, PZU SA published an update of the Information published earlier, i.e. on 27 July 2021, the information on the status of application of the rules contained in the BPLC 2021 ("Information"), in fulfillment of the obligation set

forth in § 29(3) of the WSE Rules. The current Information is posted on the PZU SA website, in the section – “Investor Relations.”

PZU SA applies all the rules contained in this document, with the exception of rules 2.1, 2.2 and 4.1, which are not fully implemented.

In particular, PZU SA draws attention to the following issues and actions:

- PZU SA ensures proper communication with its stakeholders by conducting a transparent and reliable information policy;
- PZU SA maintains a corporate website where all information required by law and indicated in BPLC 2021 is available;
- PZU SA presents a description of its ESG activities, including how climate issues are taken into account in its decision-making processes, the pay equity ratio, and a summary of expenditures made by the PZU Group to support culture, sports and physical activity, social organizations and foundations, charitable institutions, the media and trade unions; this information can be found in the integrated online annual report, the Management Board’s report on operations and the report on non-financial information;
- PZU SA holds quarterly earnings conferences for investors and analysts with representatives of the board of directors and chats for individual investors led by the CFO;
- the Management Board Members and PZU SA Supervisory Board have made ongoing efforts to apply the principles relating to them to the fullest extent possible, including:
 - serving on the PZU SA Management Board was the main area of professional activity for PZU SA Board Members in 2023;
 - the performance of PZU Management Board members in the bodies of entities outside the PZU Group requires the approval of the PZU SA Supervisory Board;
 - the PZU SA Supervisory Board Members devoted the necessary amount of time to perform their duties,
 - the Chairman of the PZU SA Supervisory Board did not combine his function with directing the work of the Audit Committee operating within the PZU SA Supervisory Board;
- PZU SA delegates administrative and financial resources necessary to ensure the efficient functioning of the PZU SA Supervisory Board;

- PZU SA maintains effective internal control, risk management and compliance systems, as well as an effective internal audit function;
- the PZU SA Supervisory Board monitors the effectiveness of internal control, the risk management system and the compliance function, as well as the effectiveness of the internal audit function, based, among other things, on periodic reports provided to it, and makes an annual assessment of the effectiveness of the functioning of these systems and functions by including relevant information in its annual report;
- PZU SA shall endeavor to hold the Company’s Shareholder Meetings in accordance with the requirements of Chapter 4 of the BPLC 2021, excluding only Rule 4.1, as described below;
- On 29 June 2022, the AGM of PZU SA passed a resolution on adopting the BPLC 2021 for application, in which it declared that the Shareholder Meeting, acting within its powers, will be guided by the BPLC 2021 to the extent directed to the Shareholder Meeting and shareholders, taking into account generally applicable laws and the Articles of Association of PZU SA;
- PZU SA has internal regulations for managing conflicts of interest and entering into transactions with related parties under conditions of possible conflicts of interest, which guarantee compliance with the principles contained in Chapter 5 of BPLC 2021;
- PZU SA has a compensation policy for members of the PZU Management Board and the PZU SA Supervisory Board, adopted by the PZU SA Shareholder Meeting, in accordance with the principles contained in Chapter 6 of BPLC 2021.

In terms of the rules that PZU SA applies in part, i.e.:

- Rule 2.1. as regards the actual gender diversity ensuring that the diversity of the company’s bodies makes up at least 30% of the minority participation in a given body
- Rule 2.2, according to which those who make decisions on the election of members of the company’s management or supervisory boards should ensure the comprehensiveness of these bodies by forming their composition through selecting persons that ensure diversity, allowing, among others, for the achievement of a target minimum minority

participation rate set at no less than 30%, in accordance with the objectives set out in the adopted diversity policy referred to in Rule 2.1. PZU SA indicates that it has a diversity policy for members of the PZU SA's bodies, adopted by the Supervisory Board and the PZU SA Shareholder Meeting, which sets out diversity goals and criteria in areas such as gender, field of education, expert knowledge, age and professional experience, among others, and indicates when and how the achievement of these goals will be monitored. In line with the policy, the Shareholder Meeting and the Supervisory Board of the Company, when selecting the compositions of members of the Company's Supervisory Board and the Management Board respectively shall strive to ensure gender parity in the governing bodies of the Company, with the minimum gender minority participation at 30%. The condition in terms of gender diversity at a minority share of no less than 30% as of 31 December 2023 was not met for the PZU SA Supervisory Board, while it was met for the PZU SA Management Board.

Notwithstanding the above, PZU SA points out the following:

- in terms of qualifications and requirements for persons occupying positions in management and supervisory bodies, PZU SA takes into account, in particular, the statutory criteria for education and professional experience suitable for holding positions in these positions in an entity conducting insurance business;
- When forming the composition of the Company's bodies, PZU SA applies the diversity policy while maintaining objectivity and following merit-based criteria;
- the objectives and criteria for diversity in such areas as the direction of education, expert knowledge and professional experience, as well as the timing and method of monitoring the achievement of these objectives are defined in the Rules for the suitability assessment of the Supervisory Board and the Audit Committee and the Management Board of PZU SA, adopted respectively by resolutions of the Shareholder Meeting and the PZU SA Supervisory Board.

Moreover, PZU SA does not apply:

- Rule 4.1. according to which the Company should enable their shareholders to participate in a general meeting by means of electronic communication (e-meeting) if justified by the expectations of shareholders notified to the company, provided that the

company is in a position to provide the technical infrastructure necessary for such general meeting to proceed.

Within the scope of this rule, PZU SA indicates that PZU SA shareholders do not raise expectations with the Company regarding the need and legitimacy of holding an e-Shareholder Meeting. Furthermore, according to PZU SA, there are a number of technical and legal factors that may affect the proper conduct of the general meeting in the event of the introduction of the e-Shareholder Meeting. The legal doubts pertain to the ability to identify shareholders and check the legitimacy of participants in the shareholder meeting. The risk of the occurrence of technical difficulties, e.g. with the internet connection or possible external interference in the IT systems may disrupt the work of the shareholder meeting and evince doubts concerning the efficacy of the resolutions adopted during its course. The appearance of these risks may affect the proper application of this rule to a full extent.

In 2023, there were no events as a result of which PZU SA would be obliged to publish a report on a breach of a rule on an incidental basis pursuant to § 29(3a) of the WSE Rules.

The scope and manner of compliance with the rules contained in the BPLC 2021 are constantly and continuously monitored, and measures are taken where necessary to ensure compliance as fully and unambiguously as possible. The Company has mechanisms in place to monitor compliance with the rules, as well as to publish the information set forth in the WSE Rules when the need arises.

In the event of a change in the declared status of application of the BPLC 2021 rules, PZU SA shall publish the updated information in a manner consistent with the WSE Rules and post it on PZU SA's website.

Declarations of adherence to corporate governance principles adopted by the WSE Board are permanently inscribed in the Regulations of the PZU SA Management Board and Supervisory Board.

In fulfilment of the obligation under § 70(6)(5) of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by securities issuers and on conditions under which information required by the legislation of a non-Member State ("Regulation"), PZU SA included in the Management Report on the activities of the PZU Group and PZU SA for 2023 a

statement on the application of corporate governance, which constitutes a separate part of this Report. The statement contains all the elements indicated in § 70.6(5) of the Regulation. The PZU SA Supervisory Board gave a positive opinion of the Report in question.

Taking into account the above, the PZU SA Supervisory Board positively assesses the scope of application of BPLC 2021 by PZU SA and the

content of explanations in this regard published by the Company. In addition, the PZU SA Supervisory Board assesses that the disclosure obligations regarding the application of corporate governance principles set forth in the Stock Exchange Rules and the regulations on current and periodic information provided by issuers of securities are properly fulfilled.

X. Report on the evaluation of the functioning of the PZU SA compensation policy

The basis for evaluating the functioning of the PZU SA compensation policy is § 28(3) of the Corporate Governance Rules for Supervised Institutions.

RULES OF SHAPING THE PZU SA COMPENSATION POLICY

- The Company's employee compensation policy is governed by the PZU SA Compensation Policy (hereinafter "compensation policy") adopted by the Company's Management Board in 2016. The Compensation Policy was updated in 2023. The update of the compensation policy specifically addressed key individuals, as well as other groups of employees whose work has a significant impact on the Company's risk profile (hereinafter "Eligible Persons"), and consisted in amending the provisions concerning the minimum amount of the variable compensation of the Eligible Person, the exceeding of which triggered the deferral of the variable compensation (hereinafter "de minimis amount"). The de minimis amount has been replaced by two conditions under the Banking Law (Article 9ca(1d)), where the fulfillment of one of them results in the deferral of the variable compensation of the Eligible Person. The compensation policy includes all internal regulations that define the compensation rules dedicated to specific groups of employees or individual employees, which are established in accordance with regulatory requirements and other generally applicable laws, the Company's internal regulations and the guidelines of the supervisory authority. This regulation also refers to the detailed compensation arrangements for specific groups of employees, i.e. Eligible Persons, Senior Executives who are not Eligible Persons, and other employees. Eligible Persons who are not Management Board Members

have been identified based on the Identification Method developed by the Company. The adoption of the Identification Method was intended to implement the requirements of the Delegated Regulation "Solvency II" to introduce specific compensation rules for employees whose work has a material impact on the risk profile of the company. The detailed solutions concerning Eligible Persons in the prepared documents apply to the Company's employees, and do not apply to: the Supervisory Board Members, whose method of compensation is regulated by the Shareholder Meeting and the Management Board Members and Directors of the PZU Group in PZU SA who are, at the same time, the PZU Życie SA Management Board Members (hereinafter "Managers"), whose compensation rules are shaped separately by:

- 1) the Supervisory Board – with respect to the Management Board Members, in implementation of Resolution No. 4 of the PZU SA Extraordinary Shareholder Meeting of 8 February 2017 on the rules of shaping the remuneration of the Management Board Members (as amended) in connection with the Act of 9 June 2016 on the principles of shaping the remuneration of persons managing certain companies (hereinafter "the Act"),
- 2) PZU SA Management Board – in relation to the Directors of the PZU Group who are at the same time members of the PZU Życie SA Management Board, whose rules of compensation are set forth in the Management Services Provision Agreement (hereinafter the "Agreement") and resolutions adopted in this regard by the Company's Management Board.

In addition, on 26 May 2020, the PZU SA Ordinary Shareholder Meeting adopted the compensation policy for the PZU

Management and Supervisory Board Members (as amended) by Resolution No. 36. The obligation to adopt this resolution by the PZU SA Ordinary Shareholder Meeting resulted from Article 36 of the Act of 16 October 2019 amending the Act on public offering, the conditions governing the introduction of financial instruments to organized trading, and on public companies, and certain other acts. The total compensation payable to the Managers for the provision of management services and performance of other obligations under the Management Services Agreement (hereinafter the "Agreement") consists of:

fixed compensation – a flat-rate monthly (per calendar month) basic compensation, which may not exceed the reference range established pursuant to section 4(2) of the Act, subject to the circumstances indicated in section 4(3) of the Act;

variable compensation – supplementary compensation for a given financial year depending on the level of achievement of management objectives. The variable compensation for a given financial year may not exceed 100% of the annual fixed compensation in the previous financial year for which the calculation of the variable compensation to be paid is made. In addition, a significant portion of variable compensation is awarded in the form of Deferred Variable Compensation. The Deferred Variable Compensation is subject to deferral for 3 years, and after 12, 24 and 36 months respectively from the date of grant, the Management Board Member may become entitled to 1/3 of the Deferred Variable Compensation for the year in question, upon fulfillment of the conditions described in the Agreement.

The compensation policy for the members of the PZU Management Board and Supervisory Board takes into account, in particular, the provisions of: the Act of 9 June 2016 on the principles of shaping the remuneration of persons managing certain companies, the Act of 29 July 2005 on public offering, the conditions governing the introduction of financial instruments to organized trading, and on public companies, the Commission Delegated Regulation (EU) 2015/35 of 10 October 2014, supplementing Directive 2009/138/EC of the European Parliament and of the Council on the taking-up and pursuit of

the business of insurance and reinsurance, the Act of 11 September 2015 on insurance and reinsurance activities, the Rules of Corporate Governance developed by the Polish Financial Supervision Authority (KNF).

- The main objective of the Company's compensation policy is to attract, retain and motivate employees to maintain the best work performance pursuing the strategic objectives of the company, maintaining an optimal and rational level of compensation and taking into account the proper financial and risk management in PZU SA.
- Compensation in the Company is shaped with reference to the scope of tasks and level of responsibility included in the job description, which is subject to valuation in accordance with the methodology adopted by the Company.
- The HR Office reviews the market competitiveness of the salaries offered by the Company on an annual basis.
- The Company's compensation system is communicated to all PZU SA employees.

COMPONENTS OF COMPENSATION

- Total compensation is composed of a fixed and a variable portion.
- PZU SA specifies an appropriate relation of the fixed compensation to the variable compensation, with this relation being properly balanced so that the fixed compensation represents a large enough portion of total compensation to allow for a flexible policy on variable compensation components.
- Pursuant to the Compensation Policy, the variable compensation is determined individually for each specific employee group or each individual. Its amount is linked to the Company's financial performance and the employee's individual work performance. Information on the bonus system, as applicable to each employee, is part of the employment contract.
- The basis for determining the amount of variable compensation is the assessment of results of work provided by the employee and a given organizational unit in connection with overall results of the Company. Assessment of individual results accounts for financial and non-financial criteria.
- The bonus system depends on the job group and business specifics.
- The rules for awarding variable compensation, in particular with regard to Authorized Persons

and employees classified as Senior Management, are designed to support proper and effective risk management, discourage excessive risk-taking beyond the limits accepted by the Supervisory Board, as well as to support the implementation of the business strategy and avert conflicts of interest.

- The variable compensation awarded in the Company is subject to limitations as regards the allowable maximum amount in a specified percentage relationship to the fixed compensation for a given evaluation period. In the case of the Managers, their variable compensation is specified in the Contract in accordance with the provisions of the Act. The relation of the fixed compensation to the variable compensation of Authorized Persons and Managers allows for a flexible variable compensation policy, including reducing or not awarding the variable compensation. In addition, the total variable compensation awarded to Authorized Persons for a given year must not limit the Company's ability to increase its capital base.
- The Compensation Policy and Managers' Contracts also provide for the option of deferring the disbursement of a significant portion of the variable compensation awarded to an Authorized Person or Manager for a given year. Such disbursement is deferred for three years, and after 12, 24 and 36 months from the date it was granted, the Authorized Persons may acquire the right to 1/3 portion of the Deferred Disbursement for a given year upon fulfillment of the conditions as described in the Company's internal regulations, Compensation Policy and Managers' Contracts.
- Authorized Persons and Managers must not use their own hedging strategies or insurances regarding compensation and liability, with the exception of compulsory insurances under special regulations, which would neutralize the measures taken with respect to them in the implementation of the compensation policy.
- Moreover, PZU SA offers the following employee benefits as part of its Compensation Policy:
 - Employee Pension Scheme,
 - medical care,
 - medicine insurance,
 - Social Benefit Fund cafeteria (the amount of benefits depends on the level of income earned per family member),
 - housing loans for employees,

- discounts on insurance products offered by the PZU Group,
- mobility allowance at the initiative of the employer – if the workplace was changed within the PZU Group,
- management package for Senior Management, as defined in the relevant procedure (company car, cell phone with accessories, limit on phone calls and data transmission).

- The rules for compensating members of the Supervisory Board are regulated in resolutions adopted by the Shareholder Meeting and in the Compensation Policy for PZU SA Management Board and Supervisory Board Members. The compensation components as described above do not apply to members of the Supervisory Board.

EVALUATION OF THE COMPENSATION POLICY FUNCTIONING AT PZU SA IN 2023

- The Compensation Policy at PZU SA is consistent with the Company's business strategy, goals, values and long-term interests, particularly with regard to sustainable growth, and includes measures to prevent conflicts of interest and eliminate the potential negative impact of compensation systems on appropriate risk management.
- In 2023, the Nomination and Compensation Committee of the PZU SA Supervisory Board focused primarily on shaping the compensation rules for the Company's Management Board Members, settling the Management Objectives of the Management Board Members for 2022 and setting such objectives for 2023. Furthermore, the Committee issued a draft recommendation for the Supervisory Board on accepting the PZU SA Supervisory Board Report on Compensation of PZU SA Management Board and Supervisory Board Members for 2022.
- In 2023, the implementation of the compensation policy was supervised by:
 - Shareholder Meeting – with respect to PZU SA Supervisory Board Members;
 - PZU SA Supervisory Board and Nomination and Compensation Committee of PZU SA Supervisory Board – with respect to PZU SA Management Board Members;
 - PZU SA Management Board and Director of Compensation – with respect to PZU SA Senior Management;
 - HR Managing Director – with respect to other employees of the Company.

- In 2023, the Nomination and Compensation Committee of PZU SA Supervisory Board held regular 11 meetings.

The Supervisory Board assesses that in 2023, the Company properly carried out the adopted Policy with all compensation rules dedicated to the various groups of people forming the Company.

XI. Evaluation of the reasonableness of expenses incurred by the Company and the PZU Group to support culture, sports, charities, media, social organizations, trade unions, etc.

Expenses by PZU SA and the PZU Group to support culture, sports, charities, media, social organizations, trade unions, etc. in 2023 were incurred as planned. Efforts taken in 2023 build a positive image of the PZU brand and strengthen its good reputation, and this ultimately translates into the satisfaction of stakeholders: clients, shareholders, as well as employees.

Social commitment of PZU SA is a permanent element of its business model, based on a comprehensive and organized approach to sponsorship, prevention or volunteering. In view of the pace of social and economic changes, the Company has decided to incorporate these actions into its new business strategy for 2021-2024. The ambition of PZU SA is, among others, for its activities in the area of safety and sustainable lifestyle to reach 15 million beneficiaries every year.

Prevention activities

For many years, safety has been the main theme of PZU SA's social commitment and contribution into the growth of local communities. However, the changing circumstances and the COVID-19 pandemic meant that in 2023 strong emphasis was still given to another key area of social engagement, i.e. promotion of healthy and active lifestyle. Since the pandemic, PZU SA not only has paid special attention to prevention and physical health, but also has responded to the challenges of maintaining mental balance and preventing mental health problems.

For years, PZU SA has been conducting and supporting various health prevention campaigns as part of its preventive activities. In June 2022, under the honorary patronage of the Presidential Couple, in cooperation with the Ministry of Health, the National Health Fund, the Ministry of State Assets and the Ministry of Education and Science, PZU SA conducted the first edition of the nationwide health prevention campaign called Zdrowe Życie (Healthy Life). The campaign was also joined by the National Blood Donation Center, the Sanitary Inspectorate, the State Pharmacy Chamber and the National Security Office. The aim

of the campaign was to emphasize the importance of prevention and encourage the public to pursue a healthy lifestyle and preventive examinations, which has taken on particular importance after the coronavirus pandemic.

In 2023, the project continued, and its scale far surpassed the first edition. During the 6 months of the campaign, mobile health towns visited 25 locations (up from 12 locations in the previous edition). They traveled 17,130 km, devoting nearly 900 hours of attention to the health issues of Poles and performing 112,437 medical examinations and procedures in the process. 2,714 patients were referred for further diagnosis or treatment. The second edition of the "Zdrowe Życie" ("Healthy Life") project was inaugurated on 2 April 2023, in Skierniewice, and ended on 8 October in Warsaw on the slopes of the National Stadium. In each of the towns visited, residents and tourists were able to consult specialists free of charge and perform a number of tests, including blood pressure measurement, ECG, spirometry, lung ultrasound and mammography. In chosen zones, there was a blood donation bus of the National Blood Donation Center available, providing the opportunity for honorary blood donations. At the co-organizers' booths, it was also possible to make a card for EHIC health insurance recognized in the European Union, confirm a trusted profile and get a pharmaceutical consultation. Information about current prevention programs, treatment policies, and spa treatment options was also available on site.

The program was supported by an extensive communications campaign to build awareness of health prevention and encourage the use of mobile health zones. The leading medium of the campaign was the Internet, which allowed for precise outreach to specific target groups and nationwide outreach activities. High engagement of recipients was also ensured by social media. This was complemented by a campaign on local radio stations.

PZU SA also responds to challenges of mental health protection and finances an educational and assistance Internet platform, operated by the

Polish Suicidological Society, addressed to persons in suicidal crisis and their relatives and friends. Further, through its crisis intervention, as well as rehabilitation and recreational holidays, PZU SA provides psychological support and professional help also to families struck by trauma caused by an accident or cancer.

PZU SA understands how great a role physical activity plays in preventive health care, and how crucial it is to develop proper habits of children and young people – especially after the pandemic, during which sports activity among the youngest was limited. In 2023, PZU SA ran the second edition of the universal nationwide “Dobra Drużyna PZU” prevention program, which aims – by popularizing and supporting physical activity for children and young people – to reduce the risk of disease and other insurance accidents. PZU SA is certain that the program will significantly increase physical activity among children and young people, which will have a positive impact on their health and certainly reduce their susceptibility to diseases and injuries in adulthood. More than 3,000 entities applied for the second edition of the program, with the call conducted in March and April 2023. Ultimately, 450 entities representing nearly 100 sports received funding. They could use the program funds to cover the costs of renting sports facilities, purchasing sports equipment, transportation to sports competitions, and entry fees for games and sports competitions.

An important aspect of prevention activities, reducing the risk of insurance accidents among entities insured by PZU SA, was the continued implementation of preventive programs for clients, including Safe Fleet, Audax, Risk PRO. Last year, as part of its cooperation with rescue organizations – GOPR, LWOPR and MOPR – PZU SA conducted joint educational activities on safe leisure and donated funds for the purchase of rescue equipment. PZU SA supported also voluntary fire brigade units by subsidizing the purchase of specialized equipment and protective clothing.

In 2023, PZU SA allocated PLN 70,319,776 for prevention activities. Expenses incurred from the prevention fund of PZU SA and PZU Życie SA in 2023 were reasonable, contributing to the reduction of insurance accident consequences and the risk of their occurrence. Funds spent on preventive tasks for, among other things, improving safety or protecting life and health are subject to systematic evaluation of their

effectiveness and are incurred in line with guidelines set by the regulator.

Sponsorship activities

Strategic sponsorship activities referred to support for culture, national identity, expertise, sport, as well as a healthy and active lifestyle, local communities and entrepreneurship. As part of these activities, PZU SA and PZU Życie SA carried out a total of 306 sponsorship projects.

The PZU Group incurred costs with a total value of PLN 42,671,302.15 gross, including:

expertise	2,827,179.33
culture	4,632,253.42
local communities and entrepreneurship	4,881,653.92
sports, as well as a healthy and active lifestyle	25,015,906.74
national identity	5,314,308.74
of which PZU SA incurred costs on sponsorship with a total value of PLN 21,280,605.36 gross, including:	
expertise	1,391,718.60
culture	2,260,393.39
local communities and entrepreneurship	2,722,608.10
sports, as well as a healthy and active lifestyle	12,261,574.91
national identity	2,644,310.36

In 2023, as part of its sports sponsorship, PZU continued its cooperation with Iga Świątek, the Academic Sports Association, the AMP Futbol Association, FKS Stal Mielec and the Tour de Pologne. PZU SA also signed a sponsorship agreement with the Krajowe Zrzeszenie Ludowych Zespołów Sportowych [National Association of Sports Teams] and local sports clubs, namely: Hockey Club Podhale Nowy Targ, Stalowa Wola, Stomil Olsztyn or Lechia Zielona Góra. PZU SA also sponsored the Warsaw Jumping CSIO 4* Longines EEF Series.

PZU SA was involved in the preservation of Polish cultural heritage by continuing its patronage of, among others, the Royal Łazienki Museum, the Warsaw Rising Museum, the National Museum in Kraków, the National Museum in Warsaw, the Grand Theatre – National Opera, the Polish Royal Opera and the National Institute of Frederic Chopin.

PZU SA was also participated in a number of initiatives building Polish identity and shaping

patriotic attitudes – sponsoring, among other things, a concert to mark the 103rd anniversary of the Polish Constitution. Anniversary of the birth of John Paul II or the “Poland, the Great Project” Congress.

In 2023, PZU SA also built its expert image by supporting events such as: Giganci Biznesu Polska Press 2023 [Giants of Business Poland Press 2023], a series of events as part of the 14. Edition of the Open Notary Day, the SGH Partners Club, or conferences such as Impact’23 and Wall Street aimed at more profiled audiences. As part of its sponsorship activities, PZU SA has also supported numerous events for local communities, including becoming a sponsor of the “Polska od kuchni” [“Poland behind the scenes”] Festival of Rural Women’s Circles, as well as the “Giants of Sports Poland Press 2023.”

PZU SA is a sponsor and actively supports the PZU Foundation implementing the PZU Group’s philanthropic activities, which are part of its community engagement strategy.

The Foundation increases the access to cultural and social goods, promotes the education of

XII. Evaluation of the implementation of key sustainable development (ESG) commitments by the Company and PZU Group

PZU SA and the PZU Group takes actions to strengthen its position as the leader and which comply with the principles of sustainable development. In its approach, it places environmental, climate and social factors on equal footing. By incorporating ESG factors into all areas of PZU SA's activities, including non-strategic ones, it assigns ESG targets to the Company's Senior Management. ESG targets include tasks related to the achievement of ESG strategy performance indicators, relate to key activities in the Company in a given year and target a select few. By assigning ESG targets, departments that are not directly involved in strategic activities are also included in the implementation of sustainability actions. The degree of attainment of these goals translates into the value of variable compensation to be received by the management staff. ESG targets were assigned to PZU SA Management Board members and Management Boards of some of the subsidiaries.

An important element of PZU SA's sustainability is the integration of ESG criteria into its relationships with business partners – corporate clients and suppliers. The ESG assessment covers the largest corporate insurance clients that operate in sectors which are highly and moderately sensitive to ESG

children

and youth, as well as supports the measures to provide equal opportunities for people with disabilities. By engaging in various projects, the Foundation supports initiatives that stand out because of their innovation and involvement in local communities, whose effectiveness contributes to sustainable social change.

Since 2012, the PZU Foundation has also been implementing an employee volunteer program at the PZU Group, as part of which employees engage in their own original projects and volunteer actions initiated by the Foundation. The stated objectives of the PZU Foundation are pursued through program competitions, non-competition grants and grants to individuals, as well as funding for voluntary activities.

assessment methodologies for key corporate clients were updated. The main changes involved interpreting the strategy indicator to take into account updates to client databases, enabling ESG assessments based on clients' non-financial reports and updating the assignment of sectors to high, medium and low ESG risk-sensitive categories based on the EU Taxonomy. The methodology environmental area covers the following topics: greenhouse gas emissions, carbon footprint, impact of operations on biodiversity, energy intensity levels, waste management, current key company-defined environmental risks and their management, adoption of a climate neutrality target and decarbonization strategy.

Issues defined in the social area include: respecting labor rights, ensuring safe working conditions, fair competition and social activities. The area of corporate governance encompasses: issues related to the diversity of management bodies, the prevention of corruption and unfair competition, the structure of management and supervisory bodies, the protection of minority shareholders' rights, the link between the remuneration of management boards and the achievement of sustainability objectives.

The application of the ESG criteria serves the purpose of risk assessment and is not exclusionary for clients.

In response to the changing market environment and new ESG challenges, a key document outlining the PZU Group's requirements for suppliers was updated in 2023. The new content of the "Code of Conduct and CSR Best Practices" (hereinafter: the Code) was authorized by resolutions of the Management Boards of PZU SA and PZU Życie SA. Any company wishing to cooperate with PZU SA shall familiarize itself with the Code and accept its contents at the stage of submitting the Supplier Registration Form. The Code is a collection of principles for the PZU Group and all its suppliers. Conducting business in accordance with these principles and promoting the Code's values constitute an important criterion for evaluating potential business partners. An indispensable element of the offers submitted by Suppliers are also signing the declaration on familiarization with the Code and acceptance of its clauses.

ESG factors also influence PZU's investment decisions. In 2023, PZU SA and TFI PZU SA monitored the market for financing supporting the climate-energy transition, with a view to possible involvement and participation in financing such

investments. The companies also analyzed new financing structures and market trends. In response to the growing popularity of ESG-linked corporate financing, PZU and TFI PZU SA have actively joined the trend.

PZU SA and PZU Życie SA continuously take actions aimed at reducing GHG Protocol 1 and 2 greenhouse gas emissions associated with combustion of fuels and energy consumption. One of the actions is to switch to a low-emission vehicle fleet. To this end, the companies have expanded their fleet in 2023 by 43 cars, i.e., 5 electric cars and 38 hybrid cars. In 2023, the PZU SA and PZU Życie SA continued its endeavors focused on reducing the consumption of heat and electricity, the emissions in real properties owned or used by PZU SA and PZU Życie SA.

In accordance with the ESG Strategy commitment, PZU SA and PZU Życie SA have compensated for the CO₂ emissions to which they contributed in 2022. These emissions were offset by purchasing certified offset credits, CERs, made available by the UN Carbon Offset Platform. As part of offsetting the environment for emissions generated in 2022, the funds were allocated to wind power development in India. The companies purchased offset credits corresponding to emissions of 17,425 Mg CO₂e.

PZU cares about the well-being of its employees. Adopted in 2021, the well-being strategy promotes a healthy lifestyle, an optimal work style, as well as inspires and encourages employees to implement habits that improve efficiency and quality of functioning on a daily basis. It suggests how to effectively combine professional and private roles: as an employee, parent, carer. In 2023, existing activities were developed and new activities were created under the umbrella of the #DobryStan (#well-being) strategy.

In June 2023, the first edition of the "Summer School of Wellbeing" program was held, which was dedicated to introducing techniques and methods of emotion regulation, mental regeneration in daily life and task management. This was an open workshop for PZU SA employees who are interested in developing their knowledge and skills in the field of well-being. During the World Mental Health Day in October, all employees were invited to participate in three webinars and discussions on building mental resilience and developing skills to create a work-life balance. The culmination of educational and promotional activities in 2023 was a series of hybrid events in the regions organized under the slogan

#JesieńPełnaDobrejEnergii (#AutumnFullofGoodEnergy), which responded to the needs of employees reported in the engagement survey. Employees from offices in Wrocław, Rzeszów and Opole, among others, were invited to participate in the events. During the workshop, physical therapists, nutritionists and psychologists gave advice on how to care for

yourself, what to do to gain energy and to make healthy eating and physical activity a lifestyle.

The Supervisory Board assesses that in 2023 PZU SA properly carried out the adopted Policy with all compensation rules dedicated to the various groups of people forming the company.

XIII. Assessment of fulfillment of the Management Board's disclosure obligations towards the Supervisory Board as referred to in Article 380¹ of the CCC and assessment of the manner in which the Management Board prepares or submits information, documents, reports or explanations to the Supervisory Board in accordance with the procedure set forth in Article 382 §4 of the CCC

In connection with the amendment of the Commercial Companies Code made pursuant to the Act of 9 February 2022 amending the Act – Commercial Companies Code and some other acts, the Supervisory Board adopted Resolution No. URN/152/2022 on establishing rules for the communication of information required pursuant to the Commercial Companies Code by the Management Board of PZU SA. As stated in the above-mentioned resolution, during the reporting period the Supervisory Board received, in particular, information on the subject of resolutions adopted by the Management Board of PZU SA and significant events in the conduct of the company's affairs, particularly in the operational, investment and personnel areas, including with regard to subsidiaries, which means that

obligations under Article 380¹ of the Commercial Companies Code were fulfilled.

In the opinion of the Supervisory Board, information submitted by the Management Board of PZU SA was sufficient and therefore disclosure obligations towards the Supervisory Board, including those referred to in Article 380¹ of the Commercial Companies Code are deemed fulfilled. These materials were submitted in the correct form, adequate scope and with sufficient frequency, in a precise and comprehensive manner. The Supervisory Board received all information, documents, reports and explanations regarding the company necessary for supervision in the course of ongoing cooperation with the Management Board.

XIV. Information on the total remuneration payable by the company for all audits and checks commissioned by the Supervisory Board during the fiscal year in accordance with Article 382¹

In 2023, the Supervisory Board did not adopt a resolution to have a certain matter relating to the company's business or assets examined by a selected advisor (Supervisory Board's advisor) at the Company's expense. Moreover, the

Supervisory Board did not select an advisor who would prepare certain analyses or draft opinions. In view of this, no remuneration was paid for the above services in 2023.

XV. Information on the progress in implementation of the diversity policy with respect to the Management Board and Supervisory Board

On 23 March 2022, the Supervisory Board adopted the diversity policy concerning members of the bodies of PZU SA (hereinafter "Diversity Policy") for the Management Board of PZU SA. The diversity policy concerning members of the bodies of PZU SA with respect to the Supervisory Board of PZU SA was adopted by the Regular Shareholder Meeting of PZU SA on 29 June 2022.

In accordance with the diversity criteria set forth in the Policy, when deciding on the composition of the Management Board or the Supervisory Board of PZU SA, the competent authorities ensure that

the persons selected have diverse knowledge, experience, skills as well as other qualifications and qualities required of the members of these bodies by universally and internally applicable laws. The diversity targets and criteria in these areas, as well as the timeline and method for monitoring the achievement of those targets are laid out in the Rules for Assessment of Suitability of the Supervisory Board and Audit Committee as well as of the Management Board of PZU SA, adopted by the virtue of resolutions of the

Shareholder Meeting and Supervisory Board of PZU SA, respectively.

The Shareholder Meeting and Supervisory Board, in selecting the members of the Supervisory Board and the Management Board, respectively, strive for gender parity in the Company's governing bodies, with the minimum gender minority participation at 30%.

Pursuant to the Diversity Policy, PZU SA publishes on its website data regarding the diversity in the composition of the Company's governing bodies in terms of age, gender and length of professional experience. Information on the composition of the Management Board and the Supervisory Board in 2023 by age and gender is included in the Management Board's report on the activity of the PZU Group and PZU SA for the fiscal year ended on 31 December 2023, which is available on the Company's website.

The composition of the bodies of the Supervisory Board and the Management Board of PZU SA

XVI. Self-assessment by the Supervisory Board

The Supervisory Board of PZU SA diligently and effectively fulfilled its duties, exercising constant supervision over the Company's activities and development in all areas of its operations, and taking all actions as reported by the Management Board of PZU SA, which were necessary for the efficient conduct of the Company's statutory activities and implementation of its strategic goals. The scope, modus operandi and composition of the Supervisory Board in 2023 complied with the generally applicable laws, the Company's internal regulations and the requirements applicable to public companies, particularly those set forth in "Best Practices of WSE Listed Companies" which were in effect in 2023. All members of the Supervisory Board of PZU SA were characterized by a high level of preparation and professional experience in the field of running and supervising commercial law companies, which means that they fulfilled their statutory powers in an appropriate manner, guaranteeing adequate supervision of the Company. Each member of the Supervisory Board exercised due diligence and showed commitment

provide access to a wide range of competencies, knowledge and skills (including knowledge of the Polish language) appropriate to positions, ensuring that the members of the Supervisory Board and the Management Board of PZU SA – individually and as a body – produce independent opinions and decisions on the entire range of activities of PZU SA.

Due to the fact that individual and collective suitability of the aforementioned bodies is of top priority, the objective of diversifying the composition of the Supervisory Board and the Management Board is taken into account in the selection of members of the bodies only to such an extent as to ensure that the functioning and suitability of these bodies will not be adversely affected. The Nomination and Compensation Committee reviewed compliance with the Diversity Policy. The report on this review is attached as Appendix 4 to this report.

in the performance of their duties on the Board, and their conduct was based on the interests of the Company and the principle of independent opinion and judgment. The diverse composition of the Supervisory Board as well as the interdisciplinary knowledge and skills of its members allowed for a comprehensive examination and giving diversified opinions on the topics presented. There was a broad representation of views in evaluating the work of the Management Board and the functioning of PZU SA as a public company.

The Supervisory Board carried out its duties uninterruptedly and actively supported the Management Board in carrying out its most important tasks. With the above in mind, the Supervisory Board is prepared to exercise its statutory powers and fulfills them in an appropriate manner that guarantees adequate supervision of the Company. In the opinion of the Supervisory Board, the activities of the Supervisory Board of PZU SA in 2023 were carried out effectively, in accordance with the best market practices.

XVII. Change in the composition of the Supervisory Board of PZU SA made prior to the presentation of this Report

In line with the changes in the composition of the Supervisory Board of PZU SA made by the Extraordinary Shareholder Meeting of PZU SA on 15 February 2024, the current composition of the Supervisory Board is as follows:

- 1) Marcin Kubicza – Chairman of the Supervisory Board,
- 2) Małgorzata Kurzynoga – Vice Chairman of the Supervisory Board,

- 3) Anna Machnikowska – Secretary of the Supervisory Board,
- 4) Michał Bernaczyk – Member of the Supervisory Board;
- 5) Anita Elżanowska – Member of the Supervisory Board;
- 6) Filip Gorczyca – Member of the Supervisory Board;
- 7) Michał Jonczyński – Member of the Supervisory Board;

- 8) Andrzej Kaleta – Member of the Supervisory Board;
- 9) Wojciech Olejniczak – Member of the Supervisory Board;
- 10) Adam Uszpolewicz – Member of the Supervisory Board.

As a result, the Report of the Supervisory Board of PZU SA for 2023 is signed and presented by persons who did not participate in the work of the Supervisory Board during the reporting period.

Chairman
of the Supervisory Board of PZU SA

Marcin Kubicza

Warsaw, on 2024