

## **Report including a proposal for assessing the suitability of the PZU SA Supervisory Board**

### **I. Legal basis for the report**

The report was prepared on the basis of the Principles for Assessing the Suitability of the Supervisory Board and Audit Committee of PZU SA, adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA of June 16, 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of PZU SA of June 7, 2023 and Resolution No. 55/2024 of the Ordinary Shareholder Meeting of PZU SA of July 18, 2024 (hereinafter: the "Principles").

Pursuant to § 17(6) in conjunction with § 17(3)(2) of the Principles, the PZU SA Supervisory Board shall provide the Shareholder Meeting, in the form of a report, with proposals for assessing the suitability of candidates for Supervisory Board Members (the so-called primary individual suitability assessment) and Supervisory Board Members (the so-called secondary individual suitability assessment). Pursuant to § 4(2)(2) of the Principles, the Supervisory Board shall approve the proposals for assessing the individual suitability of candidates for Supervisory Board Members and Supervisory Board Members, as developed by the Nomination and Compensation Committee.

### **II. Approval of proposals for assessing the individual suitability of candidates for the PZU SA Supervisory Board Members**

On January 16, 2025, Nationale-Nederlanden Otwarty Fundusz Emerytalny – a shareholder of PZU SA, represented by Nationale-Nederlanden Powszechnie Towarzystwo Emerytalne S.A. – put forward the candidacy of Mr. Andrzej Klesyk for a Member of the PZU SA Supervisory Board.

Along with the application, the aforementioned shareholder of PZU SA submitted a suitability assessment form filled out by the candidate for a Member of the PZU SA Supervisory Board, as well as attachments and documents confirming the information contained in the form.

In view of the above, the basis for the candidate assessment was the condition referred to in § 3(1)(1)(a) (the so-called primary individual suitability assessment).

Pursuant to § 3(1)(1)(a) of the Principles, the primary individual suitability assessment of a candidate for a Member of the PZU SA Supervisory Board shall be carried in connection with appointment as a Member of the PZU SA Supervisory Board.

The primary individual suitability assessment was performed on the basis of the primary suitability assessment form and attachments as provided by the assessed candidate, with consideration given to the requirements arising from the generally applicable provisions of law, the Articles of Association of PZU SA, the Principles and Methodology for assessing the suitability of members of corporate bodies of regulated entities, as developed by the Polish Financial Supervision Authority.

With regard to the individual suitability assessment, verification was carried to determine whether the assessed candidate has the necessary qualifications to serve in the Supervisory Board of PZU SA, and to determine whether his behavior has an impact on the company's reputation. The assessment took into account the qualities and competencies of the candidate relevant to ensuring the proper performance of the tasks of the Supervisory Board, as well as the adequacy of his knowledge, skills and experience for the function to be assumed, in addition to the guarantee of proper performance of the function.

In the course of the primary individual suitability assessment process, the candidate provided information on having, in particular, the following qualifications and professional experience:

(a) qualifications:

- graduate of the Catholic University of Lublin, Faculty of Social Sciences, program in Economics;
- MBA at Harvard Business School.

(b) professional experience:

- from April 1990 to January 1991 – Minister’s Advisor at the Ministry of Ownership Transformation;
- from January to August 1991 – Researcher at Kidder, Peabody Company, Coopers & Lybrand in New York, USA;
- from October 1993 to February 2000 – Senior Engagement Manager at the London branch of McKinsey & Company;
- from February to December 2000 – CEO of Inteligo Financial Services S.A.;
- from April 2003 to December 2007 – Partner and Managing Director of the Boston Consulting Group in Warsaw;
- from December 2007 to December 2015 – CEO of PZU SA;
- from 2017 to 2019 – President of the Supervisory Board of Best S.A.;
- from 2017 to 2022 – Deputy President of the Supervisory Board and Chair of the Audit Committee at NKBM Maribor, Slovenia;
- from 2014 to 2021 – Non-Executive Director, Chair of the Audit Committee and Member of the Strategy Committee at Play Communication (now P4 sp. z o.o.);
- from 2022 to 2023, President of the Board of Directors and Chair of the Nomination and Compensation Committee of Ethniki, Greece;
- since 2020 – Managing Partner at Cornestone Partners sp. z o.o., Poland.

The analysis of all information collected during the assessment process was carried out by the Nomination and Compensation Committee of the PZU SA Supervisory Board (hereinafter: the “Committee”). On January 20, 2025, the Committee submitted to the PZU SA Supervisory Board a proposal for assessing the individual suitability of the candidate for a Member of the PZU SA Supervisory Board.

Based on the assessment proposal as received and after reviewing the collected information and documents, the PZU SA Supervisory Board approved, by virtue of Resolution No. URN/10/2025 of January 20, 2025, a proposal for a positive primary suitability assessment of the candidate – Mr. Andrzej Klesyk – for a Member of the PZU SA Supervisory Board.

### **III. Summary**

Pursuant to § 17(6) in conjunction with § 4(1)(2) of the Principles, this Report, drawn up by the Supervisory Board, shall be submitted to the PZU SA Extraordinary Shareholder Meeting for the Shareholder Meeting's primary assessment of the individual suitability of candidates for a Member of the Supervisory Board.

President of the PZU Supervisory Board

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Marcin Kubicza