In reference to item 2 of the Agenda

RESOLUTION NO./2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

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

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

 $\S~1$ The Ordinary Shareholder Meeting of PZU SA hereby resolves to elect Mr./Ms. as Chairperson of the Ordinary Shareholder Meeting of PZU SA.

§ 2

This Resolution shall come into force on the date of its adoption.

In reference to item 4 of the Agenda

RESOLUTION NO./2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

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

The Ordinary Shareholder Meeting of PZU SA held on 30 June 2016 hereby resolves as follows:

§ 1

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

- 1. Open the Ordinary Shareholder Meeting.
- 2. Elect the Chairperson of the Ordinary Shareholder Meeting.
- 3. Assert that the Ordinary Shareholder Meeting has been convened correctly and that it is capable of adopting resolutions.
- 4. Accept the agenda.
- 5. Review the financial statements of PZU SA for the financial year ended 31 December 2015.
- 6. Review the Management Board's report on the activity of PZU SA in 2015.
- 7. Review the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the financial year ended 31 December 2015.
- 8. Review the Management Board's report on the activity of the PZU SA Group in 2015.
- 9. Review the Supervisory Board's report on the evaluation of the financial statements of PZU SA for the financial year ended 31 December 2015, the Management Board's report on the activity of PZU SA in 2015 and the Management Board's motion to distribute the net profit earned by PZU SA in the financial year ended 31 December 2015.
- 10. Review:
 - the annual Report of the PZU SA Supervisory Board on the activity of the PZU SA Supervisory Board as a corporate body in 2015, consisting of a summary of actions taken by the Supervisory Board and its committees and the Supervisory Board's self-assessment,
 - 2) report of the PZU SA Supervisory Board on its assessment of the operation of the compensation policy,
 - 3) assessment by the PZU SA Supervisory Board of the application of the Corporate Governance Rules for Regulated Institutions,
 - 4) concise assessment by the PZU SA Supervisory Board of the Company's standing, including an evaluation of the internal control system and the significant risk management system.
- 11. Approve the financial statements of PZU SA for the financial year ended 31 December 2015.
- 12. Approve the Management Board's report on the activity of PZU SA in 2015.
- 13. Approve the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the year ended 31 December 2015.
- 14. Approve the Management Board's report on the activity of the PZU SA Group in 2015.
- 15. Adopt a resolution in the matter of distribution of the net profit earned by PZU SA in the financial year ended 31 December 2015.
- 16. Adopt resolutions to discharge the PZU SA Management Board members on the performance of their duties in 2015.
- 17. Adopt resolutions to discharge the PZU SA Supervisory Board members on the performance of their duties in 2015.
- 18. Adjourn the Ordinary Shareholder Meeting.

\$ 2 This Resolution shall come into force on the date of its adoption.

In reference to item 11 of the Agenda

RESOLUTION NO./2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

on approving the financial statements of PZU SA for the financial year ended 31 December 2015

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

§ 1

Following a review, the Ordinary Shareholder Meeting of PZU SA hereby approves the financial statements of PZU SA for the financial year ended 31 December 2015 comprising:

- 1) balance sheet prepared as at 31 December 2015, showing total assets and liabilities of PLN 36,358,361 thousand (thirty-six billion three hundred fifty-eight million three hundred sixty-one thousand zloty),
- technical non-life insurance account for the period from 1 January to 31 December 2015, showing a technical result to be transferred to the non-technical profit and loss account in the amount of PLN 636,334 thousand (six hundred thirty-six million three hundred thirty-four thousand Polish zloty);
- 3) non-technical profit and loss account for the period from 1 January to 31 December 2015, showing a net profit of PLN 2,248,522 thousand (two billion two hundred forty-eight million five hundred twenty-two thousand Polish zloty);
- 4) statement of changes in equity, showing an increase in equity during the financial year ended 31 December 2015 by the amount of PLN 50,009 thousand (fifty million nine thousand Polish zloty);
- 5) cash flow statement, showing an increase in cash in the course of the financial year ended 31 December 2015 by PLN 18,075 thousand (eighteen million seventy-five Polish zloty);
- 6) notes to the financial statements for the financial year ended 31 December 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

In reference to item 12 of the Agenda

RESOLUTION NO. .../2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

on approving the Management Board's report on the activity of PZU SA in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA, following a review, hereby approves the Management Board's report on the activity of PZU SA in 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

In reference to item 13 of the Agenda

RESOLUTION NO./2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

on approving the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the year ended 31 December 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA, after a review, hereby approves the consolidated financial statements of the PZU SA Group for the year ended 31 December 2015 prepared according to International Financial Reporting Standards, comprising:

- consolidated statement of financial position as at 31 December 2015, showing assets and liabilities totaling PLN 105,429,009 thousand (one hundred five billion four hundred twenty-nine million nine thousand Polish zloty);
- consolidated profit and loss account for the period from 1 January to 31 December 2015, showing a net profit of PLN 2,342,196 thousand (two billion three hundred forty-two million one hundred ninety-six thousand);
- consolidated statement of comprehensive income for the period from 1 January to 31 December 2015, showing total comprehensive income of PLN 2,347,962 thousand (two billion three hundred forty-seven million nine hundred sixty-two thousand Polish zloty);
- 4) statement of changes in consolidated equity for the period from 1 January to 31 December 2015, showing an increase in equity by PLN 2,011,279 thousand (two billion eleven million two hundred seventy-nine thousand Polish zloty);
- consolidated cash flow statement for the period from 1 January to 31 December 2015, showing an increase in cash by PLN 2,115,856 thousand (two billion one hundred fifteen million eight hundred fifty-six thousand Polish zloty);
- 6) notes including information on the accepted accounting policy and other notes and explanations.

§ 2

This Resolution shall come into force on the date of its adoption.

In reference to item 14 of the Agenda

RESOLUTION NO./2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

on approving the Management Board's report on the activity of the PZU SA Group in 2015

Pursuant to Article 395 § 5 of the Commercial Companies Code in conjunction with Article 55 of the Accounting Act of 29 September 1994, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby approves the Management Board's report on the PZU Group's activity in 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

In reference to item 15 of the Agenda

RESOLUTION NO. .../2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

on the distribution of the net profit earned by PZU SA in the financial year ended 31 December 2015

Pursuant to Article 395 § 2 Item 2 of the Commercial Companies Code and § 18 Item 2 and § 36 of the PZU SA Articles of Association in conjunction with Article 348 § 1 and § 3 of the Commercial Companies Code, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

PZU SA's net profit for the year ended 31 December 2015 in the amount of PLN 2,248,522,454.29 (two billion two hundred forty-eight million five hundred twenty-two thousand four hundred fifty-four Polish zloty and 29 grosz) is hereby distributed as follows:

- 1) PLN 1,796,127,840.00 (one billion seven hundred ninety-six million one hundred twenty-seven thousand eight hundred forty Polish zloty and 00 grosz), i.e. PLN 2.08 (two Polish zloty and 08 grosz) per share is allocated to the payment of a dividend;
- 2) PLN 442,394,614.29 (four hundred forty-two million three hundred ninety-four thousand six hundred fourteen Polish zloty and 29 grosz) is transferred to supplementary capital;
- 3) PLN 10,000,000.00 (ten million Polish zloty) is allocated to the Company Social Benefit Fund (ZFŚS).

§ 2

The date used to prepare the list of shareholders eligible to receive the dividend referred to in § 1 section 1 (record date) is hereby set for 30 September 2016. The dividend payment date is set for 21 October 2016.

§ 3

This Resolution shall come into force on the date of its adoption.

In reference to item 16 of the Agenda

RESOLUTION NO. .../2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Przemysław Dąbrowski on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Przemysław Dąbrowski on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2015.

§ 2 This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Rafał Grodzicki on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Rafał Grodzicki on the performance of his duties in the PZU SA Management Board for the period of his performance of this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Witold Jaworski on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Witold Jaworski on the performance of his duties in the PZU SA Management Board for the period of his performance of this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Andrzej Klesyk on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Andrzej Klesyk on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Dariusz Krzewina on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Dariusz Krzewina on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Tomasz Tarkowski on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Tomasz Tarkowski on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2015.

§ 2 This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Ryszard Trepczyński on the performance of his duties in the PZU SA Management Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Ryszard Trepczyński on the performance of his duties in the PZU SA Management Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

In reference to item 17 of the Agenda

RESOLUTION NO. .../2016

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Zbigniew Ćwiąkalski on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Zbigniew Ćwiąkalski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Zbigniew Derdziuk on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Zbigniew Derdziuk on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Dariusz Filar on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Dariusz Filar on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Dariusz Kacprzyk on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Dariusz Kacprzyk on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

\$ 2 This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Paweł Kaczmarek on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby grants a discharge to Paweł Kaczmarek on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

\$ 2 This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Jakub Karnowski on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Jakub Karnowski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

\$ 2 This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Aleksandra Magaczewska on the performance of her duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Aleksandra Magaczewska on the performance of her duties in the PZU SA Supervisory Board for the period in which she performed this function in the financial year 2015.

\$2\$ This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Alojzy Nowak on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Alojzy Nowak on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

§ 2

This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Maciej Piotrowski on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Maciej Piotrowski on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

\$ 2 This Resolution shall come into force on the date of its adoption.

ADOPTED BY THE ORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

on 30 June 2016

to discharge Tomasz Zganiacz on the performance of his duties in the PZU SA Supervisory Board in 2015

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

§ 1

The Ordinary Shareholder Meeting of PZU SA hereby discharges Tomasz Zganiacz on the performance of his duties in the PZU SA Supervisory Board for the period in which he performed this function in the financial year 2015.

\$ 2 This Resolution shall come into force on the date of its adoption.