



Date of preparation: **26 May 2015**

Issuer's abbreviated name: PZU SA

Current Report 55/2015

Subject: **Announcement on convening the PZU SA Ordinary Shareholder Meeting, draft resolutions and proposed amendments to the Articles of Association of PZU SA**

Legal grounds: Article 56 Section 1 Item 2 of the Act on Offerings – current and periodic information

Body of the Report:

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna ("PZU SA", "Company"), pursuant to Article 399 § 1 in conjunction with Article 395 § 1 of the Commercial Companies Code, Article 402¹ of the Commercial Companies Code and § 10 sections 1 and 5 of the Company's Articles of Association, hereby convenes the PZU SA Ordinary Shareholder Meeting to be held on 30 June 2015 at 11:00 a.m. in the Company's registered office in Warsaw at Al. Jana Pawła II 24, with the following agenda:

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 year ended 31 December 2014.
6. Review the Management Board's report on the activity of PZU SA in 2014.
7. Review the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the year ended 31 December 2014.
8. Review the Management Board's report on the activity of the PZU SA Group in 2014.
9. Review the Supervisory Board's report on the evaluation of the financial statements of PZU SA for the year ended 31 December 2014, the Management Board's report on the activity of PZU SA in 2014 and the Management Board's motion to distribute the net profit earned by PZU SA in the financial year ended 31 December 2014.
10. Review the report of the PZU SA Supervisory Board on the activity of the PZU SA Supervisory Board as a corporate body in 2014.
11. Approve the financial statements of PZU SA for the year ended 31 December 2014.
12. Approve the Management Board's report on the activity of PZU SA in 2014.
13. Approve the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the year ended 31 December 2014.
14. Approve the Management Board's report on the activity of the PZU SA Group in 2014.
15. Adopt a resolution in the matter of distribution of the net profit earned by PZU SA in the year ended 31 December 2014.
16. Adopt resolutions to discharge the PZU SA Management Board members on the performance of their duties in 2014.
17. Adopt resolutions to discharge the PZU SA Supervisory Board members on the performance of their duties in 2014.

18. Adopt resolutions to appoint PZU SA Supervisory Board members for the new term of office.
19. Adopt a resolution on a split of PZU SA shares and amendments to the Articles of Association of PZU SA.
20. Present information on PZU SA's application of the Corporate Governance Rules for Regulated Institutions issued by the Polish Financial Supervision Authority and adopt for application the Corporate Governance Rules for Regulated Institutions.
21. Adjourn the Ordinary Shareholder Meeting.

Attached hereto, the Company's Management Board provides its announcement on convening the PZU SA Ordinary Shareholder Meeting made in compliance with Article 402² of the Commercial Companies Code and draft resolutions to be voted on during the meeting.

Moreover, the PZU SA Management Board hereby informs that the contents of the proposed amendments to the Articles of Association of PZU SA together with the previously binding provisions are contained in the draft resolution for item 19 of the agenda and in the announcement.

Legal basis: § 38 Section 1 Items 1, 2 and 3 of the Regulation issued by the Finance Minister on 19 February 2009 on the Current and Periodic Information Transmitted by Securities Issuers and the Conditions for Recognizing the Information Required by the Regulations of a Non-Member State as Equivalent.

Attachments:

File

Description

Ogłoszenie o zwołaniu Zwyczajnego Walnego Zgromadzenia PZU SA.pdf [Announcement on convening the PZU SA Ordinary Shareholder Meeting.pdf]

Announcement of the Company's Management Board on convening the Ordinary Shareholder Meeting pursuant to Article 402² of the Commercial Companies Code.

Projekty uchwał Zwyczajnego Walnego Zgromadzenia PZU SA.pdf [Draft resolutions to be adopted by the PZU SA Ordinary Shareholder Meeting.pdf]

Draft resolutions to be adopted by the PZU SA Ordinary Shareholder Meeting.