

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

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna with its registered office in Warsaw at al. Jana Pawła II 24, 00-133 Warsaw ("**PZU SA**" or "**Company**"), entered in the register of commercial undertakings kept by the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, under the file number KRS 0000009831, NIP: 526-025-10-49, with the share capital of PLN 86,352,300, paid up in full, acting pursuant to Article 399 § 1 of the Commercial Company Code ("**CCC**") in conjunction with Article 395 § 1 of CCC, Article 402<sup>1</sup> of CCC and § 10 sections 1 and 5 of the Articles of Association of PZU SA, hereby convenes the Company's Ordinary Shareholder Meeting and presents the following information pursuant to Article 402<sup>2</sup> of CCC:

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

The Ordinary Shareholder Meeting of PZU SA ("**OSM**" or "**Ordinary Shareholder Meeting**") is hereby convened to be held on 24 May 2019 at 11:00 a.m., in the Company's registered office at al. Jana Pawła II 24, 00-133 Warsaw.

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

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 2018.
6. Review the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the financial year ended 31 December 2018.
7. Review the Management Board Report on the activity of the PZU Group and PZU SA for 2018 and the Non-financial report of the PZU Group and PZU SA for 2018.
8. Review the PZU SA Supervisory Board report on its assessment of PZU SA's Financial Statements for the year ended 31 December 2018, the consolidated financial statements of the PZU Group for the year ended 31 December 2018, the Management Board Report on the activity of the PZU Group and PZU SA in 2018 and the Management Board's motion to distribute PZU SA's net profit for the year ended 31 December 2018.
9. Review the report of the PZU SA Supervisory Board on the activity of the PZU SA Supervisory Board as a corporate body in 2018.
10. Review the PZU SA Management Board Report on representation expenditures and expenditures for legal, marketing, public relations and public communication services and management consulting services for 2018.
11. Approve the financial statements of PZU SA for the financial year ended 31 December 2018.
12. Approve the consolidated financial statements of the PZU SA Group prepared according to International Financial Reporting Standards for the financial year ended 31 December 2018.
13. Approve the Management Board Report on the activity of the PZU Group and PZU SA for 2018 and the Non-financial report of the PZU Group and PZU SA for 2018.
14. Adopt a resolution in the matter of distribution of the net profit earned by PZU SA in the financial year ended 31 December 2018.
15. Adopt resolutions to discharge the PZU SA Management Board members on the performance of their duties in 2018.
16. Adopt resolutions to discharge the PZU SA Supervisory Board members on the performance of their duties in 2018.
17. Adopt resolutions to appoint PZU SA Supervisory Board members for the new term of office.
18. Adopt a resolution to amend PZU SA's Articles of Association.
19. Adopt a resolution in the matter of consent to the acquisition of securities issued, guaranteed or secured by the State Treasury of the Republic of Poland.

20. Adjourn the Ordinary Shareholder Meeting.

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

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

A shareholder or shareholders of PZU SA representing at least one-twentieth of the share capital may request that specific items be placed in the agenda of the OSM. Such a request should be submitted to the PZU SA Management Board no later than twenty one days before the date of the OSM, i.e. by 3 May 2019. The request should contain a justification or a draft resolution pertaining to the proposed item on the agenda. The request should be delivered in writing to the following address of the Company: PZU SA Management Board Office, al. Jana Pawła II 24, 00-133 Warsaw, or by e-mail to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

The shareholder or shareholders should attach to the said request copies (scans) of documents confirming their authorization to submit such a request, e.g. a certificate of deposit, demonstrating that shares are held that constitute at least one twentieth of the share capital as at the date of the request, and a copy (scan) of the document confirming the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document confirming the identity of the shareholder or shareholders). In the case of a shareholder or shareholders other than natural persons, it is necessary to attach a copy (scan) of the current excerpt from the relevant register where the entity is registered or another document confirming the existence of the entity and the authorization of its representatives to represent it.

No later than eighteen days before the set date of the OSM, i.e. by 6 May 2019, the PZU SA Management Board will announce changes to the agenda made at the request of the shareholder or shareholders by publishing them in the current report and posting them on the Company's website at: <http://www.pzu.pl/>, in the [Investor Relations](#) tab.

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

A shareholder or shareholders of PZU SA representing at least one-twentieth of the share capital may submit, before the date of the OSM, in writing to the Company's address: PZU SA Management Board Office, al. Jana Pawła II 24, 00-133 Warsaw, or by e-mail to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl), draft resolutions on items introduced to the agenda of the OSM or items to be introduced to the agenda.

The shareholder or shareholders submitting draft resolutions should attach to the said request copies (scans) of documents confirming their authorization to submit resolutions, e.g. a certificate of deposit evidencing the shares held as at the date of the request, and a copy (scan) of the document confirming the identity of the shareholder or shareholders submitting the request (i.e. personal ID card or other document confirming the identity of the shareholder or shareholders). In the case of a shareholder or shareholders other than natural persons, it is necessary to attach a copy (scan) of the current excerpt from the relevant register in which that entity is registered or other document confirming the existence of the entity and the right of its representatives to represent it.

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

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

Each PZU SA shareholder authorized to participate in the OSM may submit – during the meeting – draft resolutions on matters introduced in the agenda.

### **d) Manner of exercise of the voting right through a proxy**

A shareholder may participate in the OSM and exercise the voting right in person (in the case of a shareholder other than a natural person – through persons authorized to submit effective representations of will for and on behalf of such person) or through a proxy.

The proxy exercises all rights of the shareholder during the shareholder meeting unless the proxy powers document stipulates otherwise. The proxy may grant further proxies if the granted proxy so states (if proxy powers are granted to a further proxy, an uninterrupted chain of proxy documents should be submitted along with documents containing an authorization to act on behalf of the previous proxies). A proxy may represent more than one shareholder and vote differently from the shares of each shareholder. If a shareholder holds shares deposited in more than one securities account or collective account, such shareholder may appoint separate proxies to exercise the rights attached to the shares deposited in each such account or – in case of a collective account – in that account.

Proxy powers to take part in the Shareholder Meeting and to exercise the voting right may be granted in writing or in electronic form. Such proxy powers granted in electronic form are not required to be signed with a qualified electronic signature.

The shareholder or the proxy notifies PZU SA about granting proxy powers to participate in the Ordinary Shareholder Meeting in electronic form, by e-mail to: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

On its website at <http://www.pzu.pl/> in the Investor Relations tab, the Company has posted proxy forms with authorization to take part in the OSM, which may be used by shareholders.

Such electronic notification about granting proxy powers should contain the business name or the full name of the shareholder, his/her phone number and e-mail address and the business name or the full name of the proxy, his/her phone number and e-mail address. On its website at <http://www.pzu.pl/> in the Investor Relations tab, PZU SA will post the forms of notifications about granting proxy powers to take part in the Ordinary Shareholder Meeting, starting on the date of convening the Ordinary Shareholder Meeting.

Along with the notification about granting proxy powers to participate in the Ordinary Shareholder Meeting in electronic form, the shareholder or the proxy sends to PZU SA a scan of the granted proxy powers and the following documents:

- a) in the case of a shareholder who is a natural person – a scan of his/her personal identification card or other document confirming the identity of the shareholder;
- b) in the case of a shareholder other than a natural person – a scan of the current excerpt from the relevant register or other document confirming the existence of the entity and the right of its representatives to represent it;
- c) in the case of a proxy who is a natural person – a scan of his/her personal identification card or other document confirming the identity of the proxy;
- d) in the case of a proxy other than a natural person – a scan of the current excerpt from the relevant register or other document confirming the existence of the entity and the right of its representatives to represent it.

PZU SA may take proper action to identify the shareholder and his/her proxy to verify the validity of the proxy powers granted in electronic form. Such verification may include in particular a question sent through e-mail or a phone call made to the shareholder or the proxy to confirm the fact of granting and the scope of the proxy powers.

The shareholder bears the risk associated with the use of electronic communication with PZU SA by the shareholder.

Any documents sent to the Company by e-mail should be saved in PDF format and be unprotected by a password.

Any documents sent to the Company should be in Polish. If any document sent to the Company has been prepared in a language other than Polish, a certified translation into Polish of such document should be attached.

The sending of the aforementioned documents to PZU SA via e-mail does not release the proxy from the obligation to present – during the preparation of the attendance record of shareholders authorized to participate in the Ordinary Shareholder Meeting – the documents confirming his/her identity. Furthermore, if there are doubts as to the authenticity of the proxy documents, the PZU SA Management Board reserves the right to demand that the originals of such documents or their official copies confirmed as compliant with the original by a notary or other entity authorized to confirm documents as compliant with their originals be presented prior to the commencement of the OSM. In the event of failure to present such documents, the proxy may be denied participation in the OSM.

The foregoing rules of granting proxy powers to participate in the Ordinary Shareholder Meeting in electronic form apply accordingly to the notification sent to PZU SA about revoking the aforementioned proxy powers.

Because it is necessary to verify all documents sent in, the notifications about granting or revoking the proxy powers to participate in the Ordinary Shareholder Meeting should be sent to the Company no later than by 3:00 p.m. on 23 May 2019.

The notification about granting or revoking proxy powers without keeping the requirements stipulated above shall not have any legal effects with respect to the Company.

A proxy holding written proxy powers should submit – during the preparation of the attendance record of shareholders authorized to participate in the Ordinary Shareholder Meeting – the original proxy powers or a copy of the proxy powers officially certified as compliant with the original by a notary or its excerpt prepared in accordance with the relevant regulations. During the preparation of the said attendance record, the proxy who is a natural person should present his/her identification card or other document confirming the proxy's identity. If the proxy powers have been granted by an entity other than a natural person, the proxy should submit, along with the foregoing documents, an excerpt from the relevant register or its copy certified as compliant with the original. It is presumed that proxy powers granted in writing and confirming the right to represent the shareholder at the OSM comply with the law and do not require any confirmation unless their authenticity or validity raises concern. In the event any document presented as proof of the granting of proxy powers is drawn up in a language other than Polish, a sworn translation into Polish of such document should be attached.

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

If a proxy has received voting instructions, the Company will not verify whether or not the proxy exercises the voting right in accordance with the instructions received from the principal.

**e) Possibility and method of participation in the OSM via means of electronic communication**

Currently, PZU SA does not allow the possibility of participation in the OSM via means of electronic communication.

**f) Method of speaking during the OSM via means of electronic communication**

Currently, PZU SA does not allow the possibility of speaking during the OSM via means of electronic communication.

**g) Method of exercising the voting right by mail or via means of electronic communication**

Currently, PZU SA does not provide for the possibility of exercising the voting right by mail or via means of electronic communication.

**3. DATE OF REGISTRATION OF PARTICIPATION IN THE OSM**

Pursuant to Article 406<sup>1</sup> § 1 of the Commercial Company Code, any persons being PZU SA's shareholders sixteen days before the date of the OSM ("**Registration Date**"), i.e. 8 May 2019, shall have the right to participate in the OSM.

**4. INFORMATION ON THE RIGHT TO PARTICIPATE IN THE OSM**

Only the persons being PZU SA's shareholders on the Registration Date shall have the right to participate in the OSM.

Shareholders entitled under uncertificated Company shares (bearer shares) shall have the right to participate in the Ordinary Shareholder Meeting, provided that they request the entity keeping the securities account in which their PZU SA shares are deposited to issue a name-specific certificate on the right to participate in the Ordinary Shareholder Meeting in accordance with the rules set forth below.

Pursuant to Article 406<sup>3</sup> § 2 of the Commercial Company Code, at the request of a shareholder authorized under the Company's dematerialized bearer shares submitted no earlier than following the publication of this announcement on convening the OSM and no later than on the first business day after the Registration Date, i.e. no later than on 9 May 2019, the entity keeping the securities account issues a name-specific certificate on the right to participate in the Ordinary Shareholder Meeting.

The Company determines a list of entities authorized under bearer shares to participate in the OSM on the basis of a list provided by Krajowy Depozyt Papierów Wartościowych S.A.

Krajowy Depozyt Papierów Wartościowych S.A. prepares the said list on the basis of information provided no later than twelve days before the date of the OSM by the entities keeping the securities accounts on the basis of issued name-specific certificates on the right to participate in the Ordinary Shareholder Meeting.

The Company recommends that shareholders take with them to the OSM a name-specific certificate confirming their right to participate in the Ordinary Shareholder Meeting.

The list of shareholders authorized to participate in the OSM will be displayed three days before the date of OSM, i.e. on 21, 22 and 23 May 2019, between 9:00 a.m. and 4:00 p.m., in the Company's registered office in Warsaw at al. Jana Pawła II 24, in the Management Board Office, room 2313.

A shareholder may request the aforementioned list of shareholders authorized to participate in the Ordinary Shareholder Meeting to be sent to him/her/it free of charge via e-mail. When requesting the list of shareholders to be sent, a shareholder should attach a copy (scan) of the document confirming his/her/its authorization to submit the request, i.e. name-specific certificate confirming the right to participate in the shareholder meeting and a copy of the document confirming the identity of the shareholder (i.e. personal identification card or other document confirming the identity of the shareholder). In the case of a shareholder other than a natural person, it is necessary to attach a copy (scan) of the current excerpt from the register in which that entity is registered or other document confirming the existence of the entity and the right of its representatives to represent it. Such request should be sent to the following e-mail address: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

Within one week before the date of the OSM, the shareholder may also request – in the manner described above – that excerpts of motions on the issues included in the agenda be issued to them.

**Persons with large numbers of proxy documents to represent the shareholders at the OSM are requested to arrive early.**

#### **5. ACCESS TO DOCUMENTATION RELATED TO THE OSM**

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

- a) on the Company's website at <http://www.pzu.pl/> in the **Investor Relations** tab,
- b) in hard copy form, at the request of an authorized person, in the Company's registered office in Warsaw, al. Jana Pawła II 24, in the Management Board Office, room 2313, on business days from 9:00 a.m. to 4:00 p.m. but no later than 23 May 2019.

When requesting access to documentation in hard copy form, a shareholder should attach a copy (scan) of the document confirming his/her/its right to participate in the OSM, i.e. a name-specific certificate of the right to participate in the shareholder meeting, showing that the shareholder holds shares as at the date of submitting the request, and a copy (scan) of the document confirming the identity of the shareholder (i.e. personal identification card or other document confirming the identity of the shareholder). In the case of a shareholder other than a natural person, it is necessary to attach a copy (scan) of the current excerpt from the register in which that entity is registered or other document confirming the existence of the entity and the right of its representatives to represent it. Such request should be sent to the following e-mail address: [wz.pzu@pzu.pl](mailto:wz.pzu@pzu.pl).

#### **6. ADDRESS OF THE WEBSITE CONTAINING INFORMATION ON THE OSM**

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

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