



**ORDINARY SHAREHOLDER MEETING
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA
24 May 2019, 11:00 a.m.**

*Company's registered office in
Warsaw
al. Jana Pawła II 24
00-133 Warsaw*

Agenda of the meeting:

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. Adoption of a resolution amending Resolution No 4/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna amended with Resolution No 38/2017 of the Ordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 29 June 2017 amending Resolution No 4 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (“Resolution 4/2017”).
21. Adoption of a resolution amending Resolution No 5/2017 of the Extraordinary General Meeting of Shareholders of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 8 February 2017 concerning the principles of determining remuneration for Members of the Supervisory Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna.
22. Adjourn the Ordinary Shareholder Meeting.