

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

**Motion  
to the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna  
on the distribution of PZU SA's net profit for the year ended 31 December 2024,  
plus the amount transferred from the supplementary capital of the net profit  
for the year ended 31 December 2023.**

**Content:**

Pursuant to Article 395 § 2(2) of the Commercial Company Code and § 18(2) of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, it is requested that the PZU SA Ordinary Shareholder Meeting distribute the net profit of PZU SA for the financial year ended 31 December 2024, in the amount of PLN 3,877,018,569.61 (in words: three billion eight hundred and seventy-seven million eighteen thousand five hundred and sixty-nine zlotys 61 gr), increased by the amount of PLN 1,080,493,381.40 (in words: one billion eighty million and four hundred ninety-three thousand three hundred and eighty-one zlotys 40 gr) transferred from the reserve capital created from the net profit for the year ended 31 December 2023, i.e. a total of PLN 4,957,511,951.01 (in words: four billion nine hundred and fifty-seven million five hundred eleven thousand nine hundred and fifty-one zlotys 01 gr), as follows:

- 1) PLN 3,859,947,810.00 (said: three billion eight hundred and fifty-nine million nine hundred and forty-seven thousand eight hundred and ten Polish złoty, zero groszy), i.e., PLN 4.47 (said: four złoty and forty-seven groszy) per share, to be designated as dividend payout;
- 2) PLN 8,542,700.00 (said: eight million five hundred and forty-two thousand seven hundred Polish złoty, zero groszy) to be allocated for the Company Social Benefit Fund;
- 3) PLN 1,089,021,441.01 (said: one billion eighty-nine million twenty-one thousand four hundred and forty-one Polish złoty and one grosz) to be allocated for the supplementary capital.

It is requested that the dividend date be set for 25 September 2025 and the dividend payment date be set for 16 October 2025.

**Reasons:**

According to the resolution of the PZU SA Management Board, the dividend amount consists of:

- 1) the amount of PLN 2,779,454,428.60 (in words: two billion seven hundred and seventy-nine million four hundred fifty-four thousand four hundred and twenty-eight zloty and 60 gr) from net profit for the year ended 31 December 2024;
- 2) the amount of PLN 1,080,493,381.40 (in words: one billion eighty million four hundred ninety-three thousand three hundred and eighty-one Polish zlotys 40 gr) transferred from the reserve capital created from the net profit for the year ended 31 December 2023.

The dividend amount corresponds to 94% of PZU SA's profit earned in 2024 and 65% of the PZU Group's net profit attributable to shareholders of the parent company for the year ended 31 December 2024.

On 26 May 2025, the PZU SA Supervisory Board positively assessed the proposal of the PZU SA Management Board to the PZU SA Ordinary Shareholder Meeting regarding the distribution of PZU SA's net profit for the year ended 31 December 2024 plus the amount transferred from the reserve capital created from the net profit for the year ended 31 December 2023.

**Capital and dividend policy of PZU Group ("Policy") adopted by Resolution of the PZU SA Management Board of 28 November 2024.**

On 28 November, the PZU SA Management Board adopted the dividend policy for the years 2025–2027. The main points of the Policy assume that:

- PZU SA remains a dividend company, which will pay out between 50% and 100% of profits attributable to owners of the parent company;

- PZU SA, PZU Życie SA and the PZU Group will maintain the Solvency II solvency ratios of no less than 200%;
- once the amendments to Directive 2009/138/EC of the European Parliament and of the Council on the taking-up and pursuit of the business of Insurance and Reinsurance (Solvency II) enter into force in 2027), PZU Group will maintain the Solvency II solvency ratio at a level not lower than 180%;
- the leverage ratio will not exceed 25%;
- we will ensure funds for growth and acquisitions.

The dividend of PLN 3,859,947,810.00 (in words: three billion eight hundred fifty-nine million nine hundred forty-seven thousand eight hundred and ten zlotys and 00 gr), i.e. PLN 4.47 (four zlotys and 47 gr) per share, represents 72% of the PZU Group's net profit attributable to shareholders of the parent company for the year ended 31 December 2024, and 99.6% of the standalone net profit of PZU SA for the year ended 31 December 2024. The analyses conducted indicate that the payment of dividends will not cause the solvency ratios of PZU SA and the PZU Group to fall below the level envisaged in the Policy as of 31 December 2024 or in the 2025–2027 medium-term planning period.

### **Recommendations of the KNF on the distribution of the financial result of PZU SA**

On 10 December 2024, the Financial Supervisory Commission announced its position on dividend policy in 2025 ("KNF Recommendations for 2025"), in which it allowed dividend payments:

- a maximum amount equal to 100% of the amount of profit generated in 2023 (taking into account dividends paid to date from 2023 profit), and
- up to 100% of the profit generated in 2024,

provided that:

- the company received a good or satisfactory SREP risk score for 2023;
- in the individual quarters of 2024, the company did not show a shortfall in its own funds to cover its capital requirement and was not covered by a realistic financial plan in 2024;
- for insurance companies, reinsurance companies and insurance and reinsurance companies operating in section II – the amount of own funds after deduction of anticipated dividends shall be at least 150% of the capital requirements as of 31 December 2024, and at least 150% for the quarter in which the dividend is paid.

Furthermore – as per the KNF's recommendations for 2025 – when deciding on the level of dividends, additional capital needs within the period of 12 months from the approval date of the 2024 financial statements were taken into account.

The analysis showed that PZU SA meets the conditions set by the KNF and can pay a dividend in the proposed amount.

### **Guidelines of the Chancellery of the Prime Minister of September 2024 for state-owned companies preparing financial statements for the year 2024 ("CPM Guidelines")**

According to the CPM Guidelines, in the case of insurance institutions, the amount of dividends should be determined taking into account the coverage ratio of capital requirements set by the KNF and other supervisory requirements concerning the capital situation of insurance institutions.

The write-off for the Company Social Benefits Fund ("CSBF") of PLN 8,542,700.00 (in words: eight million five hundred forty-two thousand seven hundred zlotys 00 gr) results from the limit specified in the CPM Guidelines, according to which the amount of the write-off should not exceed PLN 1 300 per employee according to the state of employment at the end of the financial year.

Write-offs for the CSBF are part of the responsible policy pursued by PZU SA in the area of HR directed at special care for social conditions of employees. PZU SA has earmarked a portion of its net profit to contribute to the CSBF in each year since 2012. The existing practice and the high net profit generated in 2024 may have raised expectation among the company's employees that the Company will do the same in 2025.

Accordingly, it is recommended that a write-down be made for the CSBF.

### **Dividend date and dividend payment date**

According to the Articles of Association of PZU SA:

- the dividend record date should be set at the date of the resolution to distribute the profit or at a date not later than three months after the date of the resolution;

- the resolution to pay dividends more than fifteen working days after the date of the dividend should include a detailed justification for this deadline.

Accordingly, it is recommended that the dividend date be set for 25 September 2025, i.e. 3 months from the date of adoption of the resolution of the PZU SA Shareholder Meeting, and the dividend payment date be set for 16 October 2025, i.e. 15 business days after the dividend date.

#### **Summary**

The analyses carried out indicate that the payment of a dividend of PLN 4.47 (in words: four zloty 47 gr) per share does not threaten the financial stability of the Company or the PZU Group in the 2025–2027 medium-term planning period.

#### **The motion is presented by:**

*/Maciej Fedyna/*

*/Tomasz Tarkowski/*

#### **Attachments:**

draft resolution of the PZU SA Ordinary General Meeting on the distribution of PZU SA's net profit for the year ended 31 December 2024, increased by the amount transferred from the reserve capital created from the net profit for the year ended 31 December 2023.

**RESOLUTION NO. ..../2025**

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING**

**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**on 25 June 2025**

**regarding the distribution of PZU SA's net profit for the year ended 31 December 2024, increased by the amount transferred from the supplementary capital created from the net profit for the year ended 31 December 2023.**

Pursuant to Article 395 § 2(2), Article 396 § 5 of the Commercial Company Code and § 18(2) and § 36 of the Articles of Association of PZU SA, in conjunction with Article 348 of the Commercial Company Code, the PZU SA Ordinary Shareholder Meeting hereby resolves as follows:

**§ 1**

The net profit of PZU SA for the financial year ended 31 December 2024, in the amount of PLN 3,877,018,569.61 (in words: three billion eight hundred and seventy-seven million eighteen thousand five hundred and sixty-nine zlotys 61 gr), increased by the amount of PLN 1,080,493,381.40 (in words: one billion eighty million and four hundred ninety-three thousand three hundred and eighty-one zlotys 40 gr) transferred from the reserve capital created from the net profit for the year ended 31 December 2023, i.e. a total of PLN 4,957,511,951.01 (in words: four billion nine hundred and fifty-seven million five hundred eleven thousand nine hundred and fifty-one zlotys 01 gr), shall be distributed as follows:

- 1) PLN 3,859,947,810.00 (said: three billion eight hundred and fifty-nine million nine hundred and forty-seven thousand eight hundred and ten Polish złoty, zero groszy), i.e., PLN 4.47 (said: four złoty and forty-seven groszy) per share, to be designated as dividend payout;
- 2) PLN 8,542,700.00 (said: eight million five hundred and forty-two thousand seven hundred Polish złoty, zero groszy) to be allocated for the Company Social Benefit Fund;
- 3) PLN 1,089,021,441.01 (said: one billion eighty-nine million twenty-one thousand four hundred and forty-one Polish złoty and one grosz) to be allocated for the supplementary capital.

**§ 2**

The date according to which the list of shareholders entitled to the payment of dividends referred to in § 1(1) (record date) shall be 25 September 2025. The dividend payout date shall be 16 October 2025.

**§ 3**

The Resolution comes into force when adopted.

Chairman

of the PZU SA Ordinary Shareholder Meeting

## **REASONS**

### **for the draft resolution on the distribution of PZU SA's net profit for the year ended 31 December 2024, increased by the amount transferred from the supplementary capital created from the net profit for the year ended 31 December 2023**

Pursuant to Article 395 § 2(2) of the Commercial Company Code and § 18(2) of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, it is requested that the PZU SA Ordinary Shareholder Meeting distribute the net profit of PZU SA for the financial year ended 31 December 2024, in the amount of PLN 3,877,018,569.61 (in words: three billion eight hundred and seventy-seven million eighteen thousand five hundred and sixty-nine zlotys 61 gr), increased by the amount of PLN 1,080,493,381.40 (in words: one billion eighty million and four hundred ninety-three thousand three hundred and eighty-one zlotys 40 gr) transferred from the reserve capital created from the net profit for the year ended 31 December 2023, i.e. a total of PLN 4,957,511,951.01 (in words: four billion nine hundred and fifty-seven million five hundred eleven thousand nine hundred and fifty-one zlotys 01 gr), as follows:

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It is requested that the dividend date be set for 25 September 2025 and the dividend payment date be set for 16 October 2025.

The detailed reasons are contained in the motion of the PZU SA Management Board submitted to the Ordinary Shareholder Meeting on the distribution of net profit of PZU SA for the year ended 31 December 2024 increased by the amount transferred from the supplementary capital created from net profit for the year ended 31 December 2023.