



# Minister Aktywów Państwowych

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Jakub Jaworowski

IK: 1123053

Warsaw, 03 June 2025

Mr.

**Andrzej Klesyk**

**Member of the Management Board in  
charge of the Management Board of  
Powszechny Zakład Ubezpieczeń SA with its  
registered office in Warsaw**

## **REQUEST TO PLACE CERTAIN MATTERS ON THE AGENDA OF THE ORDINARY SHAREHOLDER MEETING OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SA CONVENED FOR 25 JUNE 2025**

Acting on behalf of the State Treasury - a shareholder of Powszechny Zakład Ubezpieczeń SA, pursuant to Article 401 § 1 of the Act of 15 September 2000 - *Commercial Company Code* (consolidated text: Journal of Laws of 2024, item 18, 96) and § 11 (1) and (2) of the Articles of Association of Powszechny Zakład Ubezpieczeń SA (the "Company"), I request that the agenda of the Ordinary Shareholder Meeting convened for 25 June 2025 be supplemented with an item:

***"Changes in the composition of the Supervisory Board".***

### **Reasons**

Request to place certain matters on the agenda of the Shareholder Meeting is a statutory right of a shareholder or shareholders representing at least 1/20th of the share capital.

Placing an item on the agenda of the Shareholder Meeting concerning changes in the composition of the Supervisory Board arises from the Shareholder Meeting's authority to appoint and dismiss members of the Company's Supervisory Board and aims to exercise the shareholders' right to affect the composition of the Company's supervisory body.

**Sincerely,  
Jakub Jaworowski**  
Minister

*electronically signed document*  
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### **Attachments:**

Draft resolutions of the Shareholder Meeting on changes in the composition of the Supervisory Board.

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

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING**

**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**dated 25 June 2025**

**on the dismissal of the PZU SA Supervisory Board Member**

Acting pursuant to Article 385 § 1 of the Commercial Companies Code and pursuant to § 18(9) of the Articles of Association of PZU SA, the Ordinary Shareholder Meeting of PZU SA hereby resolves as follows:

**§ 1**

Mr/Ms ..... is hereby dismissed from the Supervisory Board of PZU SA.

**§ 2**

The Resolution comes into force when adopted.

**Reasons**

**for the draft resolution on the dismissal of the Supervisory Board Member**

Pursuant to Article 385 § 1 of the Commercial Companies Code, the supervisory board consists of at least three, and in public companies at least five members, appointed and dismissed by the shareholder meeting.

Pursuant to § 18(9) of the Articles of Association of PZU SA, the Shareholder Meeting adopts resolutions on the appointment and dismissal of members of the Supervisory Board, subject to § 20. At the same time, pursuant to § 20(1) of the Articles of Association of PZU SA, the Supervisory Board consists of seven to eleven members.

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

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING**

**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**dated 25 June 2025**

**on the appointment of the PZU SA Supervisory Board Member**

Acting pursuant to Article 385 § 1 of the Commercial Company Code, § 18 (9) of the Articles of Association of PZU SA, and § 4(1)(2) and § 18(2) of the Principles for Assessing the Suitability of the Supervisory Board and Audit Committee of PZU SA, adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of PZU SA of 16 June 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of PZU SA of 7 June 2023, and Resolution No. 55/2024 of the Ordinary Shareholder Meeting of PZU SA dated 18 July 2024, the Ordinary Shareholder Meeting of PZU SA resolves as follows:

**§ 1**

Following a positive assessment of individual suitability of the candidate, Mr/Ms ..... is hereby appointed as Member of the Supervisory Board of PZU SA.

**§ 2**

The Resolution comes into force when adopted.

**Reasons**

**for the draft resolution on the appointment of the Supervisory Board Member**

Pursuant to Article 385 § 1 of the Commercial Company Code, the supervisory board consists of at least three, and in public companies at least five members, appointed and dismissed by the shareholder meeting.

Pursuant to § 18(9) of the Articles of Association of PZU SA, the Shareholder Meeting adopts resolutions on the appointment and dismissal of members of the Supervisory Board, subject to § 20. At the same time, pursuant to § 20(1) of the Articles of Association of PZU SA, the Supervisory Board consists of seven to eleven members.

On the basis of § 4(1)(2) and § 18(2) of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee, adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 16 June 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 7 June 2023 and by Resolution No. 55/2024 of the Ordinary Shareholder Meeting of 18 July 2024, the Shareholder Meeting shall perform assessment of individual suitability of candidates for the Supervisory Board members on the basis of a report referred to in § 17 of the above-mentioned Rules and the appointment of a candidate for the Supervisory Board member to the Supervisory Board by the Shareholder Meeting signifies that the Shareholder Meeting positively assessed individual suitability.

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

**ADOPTED BY THE ORDINARY SHAREHOLDER MEETING**

**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**dated 25 June 2025**

**on the assessment of the collective suitability of the PZU SA Supervisory Board Member**

Acting pursuant to § 4(1)(2) of the Principles for Assessing the Suitability of the Supervisory Board and Audit Committee of PZU SA, adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 16 June 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 7 June 2023, and Resolution No. 55/2024 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna SA dated 18 July 2024, the Ordinary Shareholder Meeting resolves as follows:

**§ 1**

In connection with the changes introduced by the Ordinary Shareholder Meeting in the composition of the Supervisory Board, collective suitability of the PZU SA Supervisory Board is hereby confirmed.

**§ 2**

The Resolution comes into force when adopted.

**Reasons**

**for the draft resolution on the collective suitability assessment of the Supervisory Board**

On the basis of § 4(1)(2) of the Rules for assessment of suitability of the PZU SA Supervisory Board and Audit Committee, adopted by Resolution No. 33/2021 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 16 June 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 7 June 2023 and by Resolution No. 55/2024 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of 18 July 2024, the Shareholder Meeting shall perform the collective suitability assessment of the Supervisory Board on the basis of the report referred to in § 17(7) of the above-mentioned Rules.