

Re: Item 2 of the Agenda

**RESOLUTION NO. ..../2025**  
**ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING**  
**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**  
**dated ..... 2025**  
**on electing the Chairperson of the Extraordinary Shareholder Meeting**

Pursuant to Article 409 § 1 of the Commercial Company Code and § 17(2) of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, the PZU SA Extraordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Extraordinary Shareholder Meeting of PZU SA resolves to elect Mr./Ms. .... as the Chairperson of the PZU SA Extraordinary Shareholder Meeting

§ 2

The Resolution comes into force when adopted.

**Reasons**  
**for the draft resolution on electing**  
**the Chairperson of the Extraordinary Shareholder Meeting**

Pursuant to Article 409 § 1 of the Commercial Company Code, a Chairperson is elected from among those authorized to participate in a shareholder meeting. Under § 11(3) and (4) of the Regulations of the PZU SA Shareholder Meeting, the election of the Chairperson of the Shareholder Meeting shall be held by secret ballot on a “first-come, first-served” basis, while the person opening the Shareholder Meeting shall oversee the proper conduct of the voting on the election of the Chairperson of the Shareholder Meeting, announce the results of the voting, and hand over the management of the Shareholder Meeting to the Chairperson.

Re: Item 4 of the Agenda

**RESOLUTION NO. ..../2025**  
**ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING**  
**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**  
**dated ..... 2025**  
**on adopting the agenda of the Extraordinary Shareholder Meeting**

The Extraordinary Shareholder Meeting of PZU SA resolves as follows:

§ 1

The following agenda for the PZU SA Extraordinary Shareholder Meeting is adopted:

1. Opening of the Extraordinary Shareholder Meeting.
2. Appointment of the Chairperson of the Extraordinary Shareholder Meeting.
3. Confirmation that the Extraordinary Shareholder Meeting was called correctly and is capable of passing resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on claims for damages caused in the performance of management.
6. Changes of members of the Supervisory Board.
7. Adoption of the resolution on the assessment of collective adequacy of the Supervisory Board.
8. Adoption of the resolution on the cost of calling and holding the Extraordinary Shareholder Meeting.
9. Closure of the Extraordinary Shareholder Meeting.

§ 2

The Resolution comes into force when adopted.

**Reasons**  
**for the draft resolution on adopting the agenda of the PZU SA Extraordinary Shareholder Meeting**

The Shareholder Meeting is held in accordance with the adopted agenda. The agenda provided in this draft resolution has been proposed taking into account the request of the Company's shareholder, the State Treasury. Pursuant to Article 404 § 1 of the Commercial Company Code, no resolution may be adopted on matters not included in the agenda, unless the entire share capital is represented at the Shareholder Meeting and no one present objects to the adoption of the resolution.

Re: Item 5 of the Agenda

**RESOLUTION NO. ..../2025**  
**ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING**  
**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**  
**dated ..... 2025**  
**on claims for damages caused in the performance of management**

Pursuant to Article 393 § 2 of the Commercial Company Code and § 18(3) of the Articles of Association of PZU SA, the PZU SA Extraordinary Shareholder Meeting hereby resolves as follows:

§ 1

The Extraordinary Shareholder Meeting of PZU SA resolves that PZU SA pursue claims for compensation for damages caused in the performance of management and authorizes the Management Board of PZU SA to raise claims against former PZU SA Management Board Member Beata Kozłowska-Chyle for compensation for damages caused in the performance of management while she was a Member of the Management Board of PZU SA.

§ 2

The Resolution comes into force when adopted.

**Reasons**  
**for the draft resolution on claims**  
**for compensation for damages caused in the performance of management**

The decision of the Shareholder Meeting is to repair the damage caused to the Company in the performance of management by the former PZU SA Management Board Member named in the resolution, which is the implementation of the requirement set forth in Article 393(2) of the Commercial Company Code. The general nature of the resolution will allow the Management Board of PZU SA to pursue claims for any damages that arose in the performance of management with the participation of the designated former Member of the PZU SA Management Board, even if they were not clearly defined on the date of its adoption, without the need for approval by the Shareholder Meeting each time. The results of the internal investigations carried out and the subsequent actions taken by PZU SA, the information of which is in the public domain, involving the filing of notices of the possibility of committing a crime, justify the filing of a lawsuit for damages against Beata Kozłowska-Chyla – in connection with the violation of the Company's interests in the employment and supervision of advisors to the President of the Management Board of PZU SA.

Re: Item 6 of the Agenda

**RESOLUTION NO. ..../2025  
ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING  
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA  
dated..... 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 Extraordinary 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 EXTRAORDINARY SHAREHOLDER MEETING**  
**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**  
**dated.....2025**  
**on the appointment of the 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 June 16, 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of PZU SA of June 7, 2023, and Resolution No. 55/2024 of the Ordinary Shareholder Meeting of PZU SA dated July 18, 2024, the Extraordinary 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 June 16, 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of June 7, 2023 and by Resolution No. 55/2024 of the Ordinary Shareholder Meeting of July 18, 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.

Re: Item 7 of the Agenda

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

**ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING  
OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**

**dated..... 2025**

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

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 June 16, 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of June 7, 2023, and Resolution No. 55/2024 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna SA dated July 18, 2024, the Extraordinary Shareholder Meeting of PZU SA resolves as follows:

**§ 1**

In connection with the changes introduced by the Extraordinary 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 June 16, 2021, as amended by Resolution No. 42/2023 of the Ordinary Shareholder Meeting of Powszechny Zakład Ubezpieczeń Spółka Akcyjna of June 7, 2023 and by Resolution No. 55/2024 of the Ordinary Shareholder Meeting of July 18, 2024, the Shareholder Meeting shall perform the collective suitability assessment of the Supervisory Board on the basis of collective information on the results of the individual suitability assessment of persons appointed to the Supervisory Board, prepared by the Company in accordance with § 17(7) of the aforementioned Rules.

Re: Item 8 of the Agenda

**RESOLUTION NO. .... /2025**  
**ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING**  
**OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA**  
**dated ..... 2025**

**on the cost of calling and holding the Extraordinary Shareholder Meeting**

Pursuant to Article 400 § 4 of the Commercial Company Code, the Extraordinary Shareholder Meeting of PZU SA hereby resolves as follows:

§ 1

The costs of calling and holding the Extraordinary Shareholder Meeting shall be borne by the Company.

§ 2

The Resolution comes into force when adopted.

**Reasons**  
**for the draft resolution on incurring the costs of calling and holding**  
**the Extraordinary Shareholder Meeting**

In accordance with Article 400 § 4 of the Commercial Company Code, the meeting referred to in § 1 (called at the request of a shareholder or shareholders representing at least one-twentieth of the share capital) shall adopt a resolution resolving whether the costs of calling and holding the meeting are to be borne by the company. The shareholders at whose request the meeting was called may apply to the registry court for exemption from the obligatory payment of the costs imposed by the resolution of the meeting.