

Warsaw, 30 September 2026

Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna

**Proposal
to the Shareholder Meeting of PZU SA**

Regarding:

the decision to pursue claims to redress damage caused in the performance of management duties by Ernest Bejda, former Member of the Management Board of PZU SA

Content of the proposal:

The Management Board of Powszechny Zakład Ubezpieczeń Spółka Akcyjna (PZU SA) requests a resolution to authorize the Management Board to pursue claims to redress damage caused in the performance of management duties by Ernest Bejda, former Member of the Management Board of PZU SA.

Reasons:

The purpose of the proposed resolution is for the Shareholder Meeting of PZU SA to authorize the pursuit of claims against Ernest Bejda, former Member of the Management Board of PZU SA, to redress the damage he caused to the Company in the performance of his management duties, in relation to his role in concluding and implementing an out-of-court settlement, which provided for the settlement of a time-barred claim arising from property damage covered by the claim handling proceedings conducted by PZU SA.

The factual basis for PZU SA's claims against Ernest Bejda is the circumstances surrounding the handling of the aforementioned claim, which ended with an out-of-court settlement under which PZU SA paid a substantial amount of money.

In the Company's opinion, there are grounds to believe that the compensation was paid without a substantive legal obligation to pay it, due to the claim against PZU SA being time-barred.

The materials gathered by the Company show that Ernest Bejda, who was then a Member of the Management Board of PZU SA overseeing the Claims and Benefits Department, participated in the decision-making process regarding the handling of the aforementioned claim; however, his actions were not limited to the decision to conclude the settlement alone, but rather encompassed a series of actions which were taken during the claim handling proceedings and were intended to lead to the recognition of the claim and an impression that PZU SA had an obligation to pay compensation, despite significant arguments indicating that there was no such substantive legal obligation due to the claim being time-barred.

In particular, the materials available to the Company show that Ernest Bejda participated in the decision-making process which was aimed at assessing the validity of the claim and that he had influence on the outcome of that process. In the Company's opinion, there are grounds to believe that the aforementioned actions may have been contrary to the interests of PZU SA and to the duties of loyalty and due diligence required of a member of the Management Board.

The basis for the pursuit of claims is, in particular, Article 483 § 1 of the Commercial Company Code, pursuant to which a member of the management board shall be liable to their company for damage caused by an act or omission that is contrary to the law or the provisions of the company's articles of association, unless the member is not to blame for such damage.

It should be noted that in this case, there is a risk that PZU SA's potential claims for damages will become time-barred at the end of 2026.

Pursuant to Article 488 of the Commercial Company Code, a claim to redress damage becomes time-barred three years after the date on which the company became aware of the damage and of the identity of the person obligated to redress it, but nonetheless no later than five years after the date of the event that caused the damage. Consequently, it cannot be ruled out that the Company's claims against Ernest Bejda to redress the damage he caused in the performance of his management duties will become time-barred at the end of 2026.

In light of the foregoing, it is recommended that measures be taken already in 2026 to safeguard the financial interests of PZU SA, including such as are aimed at interrupting or suspending the statute of limitations. Failure to

take such measures could result in a significant limitation to or loss of the Company's ability to effectively pursue the claims for damages.

Pursuant to Article 393(2) of the Commercial Company Code, the decision to pursue claims to redress damage caused in the performance of management duties falls within the authority of the Shareholder Meeting of PZU SA.

The draft resolution stipulates that the claim may be pursued through a lawsuit filed with a common court, a request for an attempt at settlement, and a claim for damages in criminal proceedings. The draft also authorizes the Management Board of PZU SA to enter into a settlement, including to have the receivables paid in installments, and to obtain security for the execution of the settlement.

In light of the circumstances surrounding the handling of the claim in question, the public prosecutor's office is conducting an investigation into a suspected crime.

Information which may be disclosed in this proposal is limited due to legally protected secrets. Pursuant to § 25(2)(19) of the Articles of Association of PZU SA, prior to submission to the Shareholder Meeting, the Management Board's proposal on the issue in question was favorably reviewed by the Supervisory Board.

Presented on behalf of the PZU SA Management Board by:

/Bogdan Benczak/

/Tomasz Tarkowski/

Attachments:

- 1) draft resolution of the Shareholder Meeting of PZU SA regarding the pursuit of claims to redress damage caused in the performance of management duties.

RESOLUTION NO. .../2026

ADOPTED BY THE EXTRAORDINARY SHAREHOLDER MEETING

OF POWSZECHNY ZAKŁAD UBEZPIECZEŃ SPÓŁKA AKCYJNA

dated 3 November 2026

Adoption of a resolution on the pursuit of claims to redress damage caused in the performance of management duties

Pursuant to Article 393(2) of the Commercial Company Code and § 18(3) of the Articles of Association of Powszechny Zakład Ubezpieczeń Spółka Akcyjna, the Extraordinary Shareholder Meeting resolves as follows:

§ 1

1. The Extraordinary Shareholder Meeting of PZU SA resolves that PZU SA shall pursue claims to redress damage caused in the performance of management duties by Ernest Bejda, former Member of the Management Board of PZU SA, and authorizes the Management Board of PZU SA to pursue claims against Ernest Bejda, former Member of the Management Board of PZU SA, so that he redresses damage he caused during his tenure as Member of the Management Board of PZU SA, in relation to his role in concluding and implementing a settlement under which compensation was paid, even though PZU SA had no substantive legal obligation to satisfy the claim, as it was time-barred.
2. The company may pursue the claim to redress damage through a lawsuit filed with a common court, a request for an attempt at settlement, and a claim for damages in criminal proceedings. The Management Board is authorized to enter into a settlement, in particular by arranging for the Company's receivables to be paid in installments, and to obtain security for the execution of such a settlement.

§ 2

The Resolution comes into force when adopted.

Chair

of the PZU SA Extraordinary Shareholder Meeting

Reasons

for the draft resolution on the pursuit of claims to redress damage caused in the performance of management duties

The decision of the Extraordinary Shareholder Meeting is to pursue claims to redress damage caused to the Company in the performance of management duties by the former PZU SA Management Board Member named in the resolution, this being the implementation of the requirement set forth in Article 393(2) of the Commercial Company Code.

The results of the internal investigations and their follow-up by PZU SA, including the submission of a crime report, justify bringing the claim to redress damage against Ernest Bejda, said damage being caused by his violation of the Company's interests through his abuse of authority and failure to fulfill obligations.

Information which may be disclosed in this statement of reasons is limited due to legally protected secrets.