

Appendix to resolution no. 7/14
of the Supervisory Board of Orange Polska S.A.
dated February 6, 2014

REGULATIONS
OF THE SUPERVISORY BOARD
OF ORANGE POLSKA S.A.

I. GENERAL PROVISIONS

§ 1

Pursuant to § 22 clause 7 of the Articles of Association of Orange Polska S.A. (hereinafter referred to as the „Company”), the Regulations of the Supervisory Board of Orange Polska S.A. (hereinafter referred to as the „Regulations”) are hereby adopted.

§ 2

The Supervisory Board of Orange Polska S.A. (hereinafter referred to as the „SVB”) is a statutory body supervising the Company activities in all operating areas, acting on the basis of effective provisions of the law, including in particular the Act dated 15 September 2000 - Commercial Companies Code (Journal of Laws No. 94, item 1037 with subsequent amendments) and the provisions of the Articles of Association of the Company (hereinafter referred to as the „Articles of Association”), resolutions of the General Assembly and these Regulations.

§ 3

Members of the SVB shall perform their rights and obligations in person.

II. COMPOSITION OF THE SVB

§ 4

The number of the SVB members and the detailed procedure of their election is defined by the Articles of Association.

§ 5

1. The term of office of the SVB members shall equal three years.
2. Mandates of the SVB members shall expire on the day of the General Assembly approving financial statements for the second full accounting year of their term in office. Mandates of the SVB members shall expire also as a result of death, resignation or dismissal of the SVB member.

§ 6

1. The SVB shall elect from among its members the Chairman of the SVB (hereinafter referred to as the “Chairman”), one or more Deputy Chairmen and also its Secretary.
2. The SVB may at any time recall the Chairman, a Deputy Chairman or the Secretary of the SVB.
3. The activities of the SVB shall be managed by the Chairman, and when absent, by their Deputies.

III. RIGHTS AND OBLIGATIONS OF THE SVB

§ 7

Members of the SVB shall:

- 1) take part in meetings of the SVB,
- 2) carry out actions to which they were delegated by the SVB,
- 3) unless otherwise decided by the SVB, keep confidential the content of meeting. In matters being the company secrets, the confidentiality of the content of the meetings shall be obligatory.

§ 8

1. The SVB shall exercise permanent supervision of the activities of the Company (including activity led through controlled subsidiaries) in all segments of its enterprise as well as represent the Company in concluding any agreements between the Company and members of the Management Board or in the event of any disputes between the Company and members of the Management Board.
2. The detailed powers and duties of the SVB are defined by the Articles of Association.
3. The SVB shall decide on issuing its consent for the acquisition or the disposal of assets of the Company in excess of the PLN equivalent of 100,000,000 EURO on the basis of a motion from the Management Board. The SVB may demand that the Management Board presented opinion letter prepared by a renowned international investment bank regarding grounds of such acquisition or disposal („fairness opinion”).

4. Members of the SVB are obliged to ensure that the Company and consolidated financial statements and the report on the activities meet the requirements of the provisions of law on accountancy.

§ 9

1. Each SVB member is obliged to inform the Management Board immediately about the existence of their relationship with a shareholder who holds shares representing not less than 5% of all votes at the General Assembly of the Company and to provide the Company quarterly summary on such relationships.
2. The obligation, referred to in clause 1 above concerns financial, family, and other relationships which may affect the position of the member of the SVB on issues decided by the SVB.
3. In case of a conflict between the interests of the Company and personal interests of a member of the SVB or any other person with whom they have any personal relationship, including their spouse, relatives and kin up to the second degree of kinship and affinity, such a member of the SVB should not take part in the discussion of such matter and, if a vote is ordered, should cast an abstaining vote and demand this fact to be entered in the minutes.
4. The SVB members are obliged to submit quarterly statements containing the information required by law and regulations related to the listing of the Company's shares on the regulated markets, in the form adopted by the Company.

§ 10

In order to exercise its obligations the SVB may at any time examine any documents of the Company, may demand from the Management Board and employees of the Company any reports and explanations and may check the financial standing of the Company; should this require specialized knowledge, qualifications or specialized activities the SVB may oblige the Management Board to commission experts to draw up an expert opinion for its use.

§ 11

1. Any agreements concluded with members of the Management Board shall be made in writing.
2. Agreements in the name of the Company shall be concluded by a representative of the SVB delegated from among its members.

IV. METHOD OF THE SVB OPERATION

§ 12

The SVB shall perform its tasks collectively but may also delegate some of its members to independent performance of supervision functions. Persons who are not members of the SVB may participate in supervisory and audit activities of the SVB.

§ 13

1. The SVB shall hold a meeting at least once a quarter.
2. Meetings of the SVB shall be convened and chaired by the Chairman and, when absent, by a Deputy Chairman. When the Chairman and their Deputies are absent, the meeting shall be chaired by the SVB Secretary or a SVB member indicated by the Chairman.
3. The letter notifying the date, time, agenda and venue of the meeting, together with materials and documents shall be delivered to all members of the SVB by electronic mail provided that the Company considers the technical means as ensuring transmission security at the level adequate to the type of information transmitted, not later than 7 days prior to the date of the meeting. On the request of an SVB member the above-mentioned documents may be delivered by registered mail, courier or fax.
4. In urgent matters the Chairman may call a meeting at a shorter notice, not later however, than 3 days prior to the announced date of the meeting.
5. The Management Board or a member of the SVB may demand convening a meeting, providing a suggested agenda thereof. The Chairman shall be obliged to call a meeting of the SVB within two weeks of the reception of the aforementioned motion. In case the Chairman fails to call a meeting within two weeks of the reception of the same, the applicant may call it independently, providing an appropriate date, place and suggested agenda.
6. Meetings of the SVB may be held even without being formally convened provided that all members of the SVB agreed to the meeting being held.

7. The Chairman, due to important reasons, may cancel the SVB meeting.

§ 14

1. Meetings of the SVB dealing with specific matters may be attended by persons invited by the Chairman on their own initiative or on a motion of a member of the SVB.
2. A member of the SVB shall have the right to object to persons from outside the SVB participating in a meeting with the exception to clause 3. The matter shall be decided by a vote taken by the SVB.
3. Members of the Management Board may attend meetings of the SVB, save for issues which directly concern the Management Board or its members, and, in particular removal, liability, and setting remuneration.

§ 15

1. Resolutions of the SVB shall be valid if all members of the SVB have been invited to attend the meeting.
2. The SVB may adopt resolutions only in matters listed in the agenda attached to the invitation to the meeting unless all members of the SVB consent to the adoption of such a resolution.
3. Unless otherwise provided for in the Articles of Association the SVB shall adopt resolutions in an open vote with a simple majority of votes cast and in the presence of at least a half of all members of the SVB. In case of voting, in which the same numbers of votes for and against were cast, the Chairman shall have a decisive vote.
4. Members of the SVB may participate in adopting resolutions by the SVB voting in writing through another member of the SVB. Voting in written may not refer to cases introduced to the agenda during the SVB meeting.
5. The SVB may adopt resolutions in writing or using a direct means of remote communication. A resolution shall be valid if all members of the SVB have been notified on the contents of the draft resolution.
6. Adopting resolutions in the mode determined in clause 4 and 5 shall not apply to elections of the Chairman, their Deputies and the Secretary, appointment of members of the Management Board as well as dismissal and suspension of the aforementioned persons.

§ 16

1. Minutes shall be taken from meetings of the SVB.
2. The minutes shall contain:
 - 1) symbol and subsequent number,
 - 2) date of the meeting,
 - 3) agenda,
 - 4) names and surnames of members of the SVB and other persons present at the meeting,
 - 5) concise summary of matters raised during the meeting and statements registered for inclusion in the minutes,
 - 6) confirmation of the adoption of resolutions and their full texts unless they are attached to the minutes in the form of an enclosure or a statement to the effect that the matter was dealt with differently,
 - 7) voting results,
 - 8) dissenting opinions of SVB members.
3. The minutes shall be drawn up under the direction of the Secretary of the SVB.
4. The minutes from the previous meeting of the SVB shall be approved at the following meeting and signed by all members of the SVB present at the previous meeting. Each SVB member shall have the right to table a motion to supplement the minutes. Should the motion be rejected by the SVB, the SVB member shall have the right to make a written statement while signing the minutes.
5. Absent members shall acknowledge the minutes from the previous meeting and confirm this with their signature.
6. Minutes together with the agenda, materials and documents attached shall be kept at the seat of the Company.

V. FORMATION OF THE COMMITTEES

§ 17

1. The SVB shall establish the following permanent committees:
 - 1) the SVB Audit Committee, which Terms of Reference are attached as Attachment No 1;
 - 2) the SVB Remuneration Committee, which Terms of Reference are attached as Attachment No 2.
2. The SVB may establish other committees, including the SVB Strategy Committee, which Terms of Reference are attached as Attachment No 3.
3. Only a member of the SVB can be a member of its committee.
4. The mandate of a member of a committee expires at the expiry of their mandate as a member of the SVB.
5. Annex I to the European Commission Recommendation of February 15, 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board [Official Journal of the European Union L. 52/51, dated 25.2.2005] shall apply to the role and operation of existing committees of the SVB - as required by recommendation III.8 of the Code of Best Practice for WSE Listed Companies.

VI. FINAL PROVISIONS

§ 18

The remuneration of members of the SVB shall be set by the General Assembly.

§ 19

In matters not settled in these Regulations provisions of the Commercial Companies Code and the Articles of Association shall apply.

§ 20

Amendments of these Regulations shall require a resolution of the SVB.

*Attachment No 1
to the Supervisory Board
Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
AUDIT COMMITTEE**

1. General Provisions

The Audit Committee of the Orange Polska Supervisory Board is (hereinafter referred to as the Committee) an advisory committee acting under the SVB.

2. Composition of the Committee

- 1) The Committee is established by the SVB and is composed of the SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee will be an Independent Director who has relevant experience and qualifications in finance, accounting and audit.
- 4) The Chairman of the Committee manages the Committee's work.

3. Proceeding

- 1) The Audit Committee shall meet at least on a quarterly basis before the publication of the Company's financial statements.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees, statutory auditors of the Company and other persons to the Committee meetings.
- 3) The Committee makes its decisions by an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Audit Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in sudden cases not later than one day before the meeting.
- 6) The Chairman of the Committee may appoint the Committee Secretary, whose task shall include, especially, preparation of the meeting agenda, organisation of distribution of documents and development of minutes from the Committee meetings.

4. Tasks of the Committee

The task of the Committee is to advise the SVB on correct implementation of budgetary and financial reporting and internal control principles of the Orange Polska Capital Group and to co-operate with the auditors of the Company.

The key functions of the Audit Committee include:

- 1) Monitoring the integrity of the financial information provided by the Company in particular by reviewing:
 - a. The relevance and consistency of the accounting methods used by the Company and the Orange Polska Capital Group, including the criteria for the consolidation of the financial results;
 - b. Any changes to accounting standards, policies and practices;
 - c. Major areas of financial reporting subject to judgment;
 - d. Significant adjustments arising from the audit;
 - e. Statements on going concern;
 - f. Compliance with the accounting regulations;

- 2) Reviewing at least annually the Orange Polska Capital Group's system of internal control and risk management systems with a view to ensuring, to the extent possible, that the main risks (including those related to compliance with existing legislation and regulations) are properly identified, managed and disclosed;
- 3) Reviewing annually the Internal Audit programme, including the review of independence of the Internal Audit function, and its budget, and coordinating between the internal and external auditors;
- 4) Analysing reports of the Company's Internal Audit and major findings of any other internal investigations and responses of the Management Board to them;
- 5) Making recommendations in relation to the engagement, termination, appraisal and/or remuneration (including bonuses) of the Director of the Internal Audit ;
- 6) Reviewing and providing an opinion to the Company's Management Board and/or the SVB (where applicable) on significant transactions with related parties as defined by the corporate rules;
- 7) Monitoring the independence and objectivity of the Company's external auditors and presentation of recommendations to the SVB with regard to selection and remuneration of the Company's auditors, with particular attention being paid to remuneration for additional services;
- 8) Reviewing the issues giving rise to the resignation of the external auditor;
- 9) Discussing with the Company's external auditors before the start of each annual audit on the nature and scope of the audit and monitoring the auditors' work;
- 10) Discussing (in or without the presence of the Company Management Board) of any problems or reservations, resulting from the financial statements audit;
- 11) Reviewing the effectiveness of the external audit process, and the responsiveness of the Management Board to recommendations made by the external auditor;
- 12) Considering any other matter noted by the Audit Committee or the SVB;
- 13) Regularly informing the SVB about all important issues within the Committee's scope of activity;
- 14) Providing the SVB with its annual report on the Audit Committee's activity and results.

5. Authorities of the Committee

- 1) The Committee shall be entitled to:
 - a) investigate any activity of the Company important from the point of view of the Committee's tasks,
 - b) request the Management Board and employees of the Company to provide any information, reports and explanations, review books and documents, and directly check the financial standing of the Company and audit the activities of its plants,
 - c) request the Management Board, if required, to demand experts to develop expertise or opinions;
- 2) The Company's employees are obliged to co-operate with the Committee within the area required to execute its tasks.

*Attachment No 2
to the Supervisory Board
Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
REMUNERATION COMMITTEE**

1. General Provisions

The Orange Polska Supervisory Board's Remuneration Committee (hereinafter referred to as the Committee) is an advisory committee acting under the SVB.

2. Composition of the Committee

- 1) The Committee is established by the SVB and is composed of the SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee manages the Committee's work.
- 4) The Chairman of the Committee may invite, through a request to the Management Board as per item 5c., an independent expert (that is, an expert who is not an employee of Orange Polska S.A. or any of its affiliates) who shall be entitled to participate in the Committee's meetings and/or advise the Committee on its work.

3. Proceeding

- 1) The Remuneration Committee shall meet according to its preferences at least four times a year.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees, of the Company and other persons to the Committee meetings.
- 3) The Committee makes its decisions with an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Remuneration Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in sudden cases not later than one day before the meeting.
- 6) The Chairman of the Committee may appoint the Committee Secretary, whose task shall include, especially, preparation of the meeting agenda and organisation of distribution of documents related to the Committee meetings.

4. Tasks of the Committee

The task of the Committee is to advise the SVB and Management Board on general remuneration policy of Orange Polska Capital Group and to make recommendations on appointments to the Management Board.

The detailed Committee's tasks include:

- 1) determining the conditions of employment and remuneration of the Members of Management Board;
- 2) considering proposals made by the CEO or the SVB concerning new appointments to the Management Board; taking part in the final stage of the interviewing process and making the appropriate recommendation to the SVB about the candidates;
- 3) considering proposals made by the CEO or the SVB regarding dismissal or reports regarding resignations of any member(s) of the Management Board and making if necessary a relevant recommendation to the SVB;
- 4) giving recommendations to the SVB regarding the amounts of bonuses for the members of the Management Board;

- 5) providing an opinion on remuneration policy for most senior executives, and on the general policy for the wider Orange Polska Capital Group: in both cases having regard to the relative positioning on the market of Orange Polska Capital Group's terms of engagement and remuneration levels;
- 6) producing a report for the SVB on the activity of the Committee and assessment of remuneration policy of Orange Polska Capital Group.

5. Authorities of the Committee

The Committee shall be entitled to:

- a) investigate any activity of the Company important from the point of view of the Committee's tasks;
- b) request the Management Board of the Company to provide any information, reports and explanations if important for the activity of the Committee;
- c) request the Management Board, if required, to demand experts to develop expertise or opinions.

*Attachment No 3
to the Supervisory Board
Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
STRATEGY COMMITTEE**

1. General Provisions

The Orange Polska Supervisory Board's Strategy Committee (hereinafter referred to as the Committee) is an advisory committee acting under the SVB authority.

2. Composition of the Committee

- 1) The Committee is established by the SVB and is composed of SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee manages the Committee's work.

3. Proceeding

- 1) The Strategy Committee shall meet according to its preferences at least twice a year.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees of the Company and other persons to the Committee meetings.
- 3) The Committee makes its opinions or recommendation with an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Strategy Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in urgent cases not later than one day before the meeting.

4. Tasks of the Committee

The Committee is a collegial body whose role is to prepare and enlighten the work of the SVB in the following areas:

- 1) The Committee gives its opinion and recommendation to the SVB on the strategic plan(s) set up by the Management Board and any further suggestions made by the SVB to such strategic plan(s) and in particular on its main strategic options. The Strategy Committee may also provide recommendations to the SVB regarding Management's planning processes;
- 2) The Committee is consulted on all strategic projects related to the development of Orange Polska Capital Group, the monitoring of the evolution of industrial partnerships within Orange Polska Capital Group and projects involving strategic agreements for Orange Polska Capital Group. It then reports and makes recommendations on each of these projects to the SVB.

In particular, the Committee is invited to consider projects such as:

- strategic agreements, alliances, and technological and industrial cooperation agreements, including aspects of the strategic partnership between Orange Group and Orange Polska Capital Group;
- significant acquisitions and sales of assets.

The issues submitted to the Committee contain, in particular, the information necessary for assessing the risks involved in the abovementioned operations.

Given the potential impact of these risks on the Company's accounts, the Chairman of the Audit Committee is entitled to attend the Committee meetings as permanent guest.

The Chairman of the SVB is entitled to attend the Committee meetings as permanent guest.

5. Authorities of the Committee

- 1) The Committee shall be entitled to:
 - a) investigate any activity of the Company important from the point of view of the Committee's tasks;
 - b) request the Management Board of the Company to provide any information, reports and explanations necessary for the activity of the Committee;
 - c) request the SVB, if required, to ask internal and/or external experts to develop expertise or opinions.
- 2) The Committee will be kept informed on a regular basis of legal and regulatory developments relating to its scope of work.

6. Referral to the Committee

- 1) The Committee will entertain any matter within the scope of work assigned to it by the present Terms of Reference and determines its annual schedule.
- 2) The SVB may refer any issue that is on or to be on the agenda of the SVB.
- 3) The SVB may also refer to it, at all times, any other matters within its scope of work.

When an issue on the agenda of a meeting of the SVB is referred to the Strategy Committee for recommendation, except in case of urgent matter, at the latest on the day preceding the date of such SVB meeting; its proposals, recommendations, and opinions will be transmitted to the members of the SVB before the beginning of deliberation on such issue.