

# **TRANSLATION**

## **Appendix**

to resolution no. 41/14  
of the Orange Polska S.A. Management Board  
of 01.04.2014

# **Regulations of the Management Board of Orange Polska S.A.**

## **I. GENERAL PROVISIONS**

### **§ 1**

The Management Board acts pursuant to legal regulations in force, provisions of Orange Polska S.A. Statutes, resolutions of General Meeting and Supervisory Board, and provisions of Orange Polska S.A. Organisation Regulations.

### **§ 2**

Board Members perform their duties in person.

### **§ 3**

The Management Board consists of President of the Board to act as chairman and to manage works of the Board and other Board Members.

### **§ 4**

Principles and rates of remuneration for Board Members are defined by Supervisory Board.

### **§ 5**

1. In case of the composition of the Board is changed, the withdrawing Board Member shall be obliged to formally deliver (recorded in a delivery and acceptance protocol) all his/her managed affairs together with the kept documentation.
2. The person to accept the affairs and documentation shall be President of the Board or designated by President of the Board, Member of the Board personally.

## **II. MANAGEMENT OF THE COMPANY BY THE MANAGEMENT BOARD**

### **§ 6**

1. The scope of the Board's competence includes management of the Company's affairs except for matters stipulated by Commercial Code and the Company's Statutes as being within the competence of General Meeting and Supervisory Board.
2. The Management Board implements resolutions of General Meeting, Supervisory Board as well and its own resolutions, and is responsible for their execution.

3. In particular, Board resolutions are required in the following affairs of the Company:
  - 1) formulation of the Company's strategies and approval of many years' plans for development of its individual activity areas;
  - 2) approval of the Company's economic and financial plan and its implementation schedule;
  - 3) fixing amounts of investment outlays and their financing sources;
  - 4) contracting credits and other financial liabilities;
  - 5) granting securities and guarantees;
  - 6) Organisational Rules of Orange Polska S.A.;
  - 7) establishment, transformation and liquidation of the Company's organisational units as defined in Organisational Rules of Orange Polska S.A.;
  - 8) rules for granting powers of attorney;
  - 9) formulation of personnel policies and rules of remuneration within Company;
  - 10) approval of Rules of selling and rendering telecommunications services;
  - 11) approval of pricing policies;
  - 12) approval of policies and rules of co-operation with other market participants;
  - 13) proposing motions to the Company's statutory organs in situations provided for in the Code of Commercial Companies and the Company's Statutes;
  - 14) adoption of the Company's annual balance sheets, income statements and performance reports, and submitting those documents to Supervisory Board within required time-limits;
  - 15) formulation of rules of assets disposal;
  - 16) the Company's property transformation and public trading in the Company's securities;
  - 17) exercising Owner's supervision over companies with Orange Polska S.A. participation;
  - 18) participation in other companies, economic organisations, unions and associations;
  - 19) concluding and implementing agreements between Company and trade unions acting within it - except for matters reserved to competence of directors of the Company's entities;
  - 20) negotiating and settlement of labour disputes;
  - 21) rules for filling the posts of key management, including terms and conditions of employment and remuneration rates.

## § 7

1. Members of the Board conduct the Company's affairs directly, according to the division of duties defined in Organisational Rules of Orange Polska S.A..

2. The Company's Organizational Regulations specifies the personal assignment of individual Board Members with specific company's matters to be conducted directly by them.
3. The President of the Board makes changes in the assignment of company's matters for direct conduct by Board Members. Board Members report to the President of the Board on execution of matters referred to above in item 1.
4. As regards the matters defined in item 1, the President of the Board monitors and evaluates results of the work of Board Members;
5. Individual Board Members may be charged with specific Company's matters to conduct by themselves by virtue of a Board Resolution and according to the job specification contained therein.
6. President of the Board and the remaining Board Members are entitled to issue decisions deemed to be the Company's internal regulative acts.
7. President of the Board is representing the Company when acting jointly with any other Member of the Board.
8. Detailed procedure of issuing such decisions as well as the scope of matters regulated by them are defined in the Company's Organisational Rules .
9. If any Board Member objects to the manner the Company's affairs are conducted by another Board Member and notifies the other Member thereof in writing, then the concerned Board Member is obliged to refrain from deciding in the disputable matter and submit it to the Management Board for consideration; the matter being determined in the form of Board's resolution.

#### **§ 8**

1. Board Members are subject to restrictions from the Company as defined in the Code of Commercial Companies, the Company's Statutes, resolutions of General Meeting and Supervisory Board.
2. If they fail to comply with legal regulations or if they perform their duties improperly, Board Members shall bear liability under principles defined by relevant legal rules.

### **III. PROCEDURES OF THE BOARD**

#### **§ 9**

1. Meetings of the Board shall be held on dates specified in working schedules.
2. Meetings of the Board held on other dates shall be convened by President of the Board on their own initiative or upon a written request from a Board Member. The so-convened meetings shall be held within seven days from the written request being submitted.
3. Participation of Board Members in meetings of the Board is obligatory.
4. A meeting of the Board without the participation of the President of the Board may take place only with their written consent.
5. The Director of Management Board Office shall participate in the meetings of the Board.

6. With a reservation to clause 7, participation of other persons in meetings of the Board is upon decision of the President of the Board.
7. The Board meetings cannot be attended by persons who as of their position should not have access to information disclosed at the meetings according to the rules provided in the Chinese Walls Regulations.

**§ 10**

1. President of the Board presides at meetings of the Board.
2. In case of President's absence, a Board Member designated by Board President shall preside at a meeting.

**§ 11**

1. Each Board Member may place matters on the agenda of a Board meeting.
2. Executive Directors may table motions to the meetings of the Board.
3. Drafts resolutions together with necessary documents are available to Board Members on a dedicated SharePoint site not later than two days before the date of a Board Meeting.

**§ 12**

1. Resolutions may be adopted if all Board Members have been duly notified on convening the Board meeting not later than 24 hours in advance, or if all Board Members have consented to attend the meeting.
2. Resolutions are adopted by show of hands. Resolutions may be adopted by ballot even if so requested by one Board Member only.
3. Resolutions of the Board are adopted by absolute majority of votes of all appointed Board Members.
4. Resolutions may be adopted also without the meeting (by circulation). Resolution is adopted that way if all the Members sign it. It shall be mentioned in the resolution that it has been adopted by circulation.
5. The resolutions shall not be adopted by circulation if the secret voting is required by law.

**§ 13**

The Members of the Board and other participants of the course of Board meetings are obliged:

- 1) to keep all the information from the meeting confidential,
- 2) not to disclose to other employees (in particular to those in subordinated units) information received in relation to participation in a meeting of the Management Board, if such disclosure could infringe limitations which are provided in the Chinese Walls Regulations.

**§ 14**

1. Meetings of the Board shall be recorded in the form of Minutes.

2. Minutes of Board meetings shall include:
  - 1) agenda of the meeting;
  - 2) first names and surnames of persons attending the meeting;
  - 3) brief summary of the matter being related and declarations reported for recording;
  - 4) statement on adopting a resolution or decision together with its full text (unless it is enclosed as Annex to the Minutes), or statement on different settlement of the matter concerned;
  - 5) results of voting;
  - 6) any dissenting opinions of Board Members.
3. Minutes of Board meetings shall be signed by Board Members attending the meeting and by the recording person.
4. If any Board Member believes that Minutes do not reflect the actual course of a meeting, he/she may request it to be corrected by stating a dissenting opinion in the matter concerned. The final text of Minutes is decided by the Board in the form of a resolution adopted at the next meeting held after such a request.

#### **IV. FINAL PROVISIONS**

##### **§ 15**

Any amendments to these Regulations of the Management Board of Company, may be made in the form of a Board resolution.