

**REPORT**  
**on the activity of the Remuneration Committee**  
**of the Supervisory Board of Orange Polska S.A. in 2015**

The Remuneration Committee was established by virtue of the Resolution of the Supervisory Board no. 385/04 dated June 16, 2004 regarding TP S.A. Supervisory Board's Remuneration Committee establishment as a consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory Board and Management Board on the general remuneration policy of Orange Polska Group and to make recommendations on appointments to the Management Board, performance objectives, conditions of remuneration and amounts of bonuses for the Members of the Management Board.

**Composition:**

In 2015, the Remuneration Committee was composed of the following persons:

Chairman: Dr. Wiesław Rozłucki ("Independent Director")

Members: Prof. Andrzej K. Koźmiński ("Independent Director")  
Marc Ricau  
Valerie Therond

The Secretary of the Committee was Jacek Kowalski, Management Board Member in charge of Human Resources.

**Activity in 2015:**

In 2015, the Remuneration Committee held 5 meetings and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. RemCo accepted the RemCo Annual Report 2014.
2. RemCo acknowledged and accepted the implementation of the new social insurance regulations for the Supervisory Board Members in Orange Polska enforced from 1 January 2015.
3. RemCo confirmed the recommendation of remuneration changes for the Management Board Members in charge of Human Resources and for the Management Board Member in charge of Finance.
4. RemCo positively recommended to the Supervisory Board the new function of Piotr Muszyński as the President of the Foundation Council for the Development of Radiocommunications and Multimedia Techniques.
5. RemCo positively recommended to the Supervisory Board three nominations to the Management Board in Orange Polska and the contract conditions of: Bożena Leśniewska as the Management Board Member in charge of Sales and Commercial Digitisation; Jolanta Dudek as the Management Board Member in charge of Customer Care and Customer Excellence and Michał Paschalis-Jakubowicz as the Management Board Member in charge of Marketing.
6. The evaluation of the MBO goals for the Management Board Members for H2 2014, the establishment of goals for the Management Board Members for H1 2015 and the evaluation of their MBO goals for H1 2015, and the establishment of goals for the Management Board Members for H2 2015.

Wiesław Rozłucki

Chairman of the Remuneration Committee

*9 March, 2016*