

Report
from the activities of
Orange Polska S.A. Supervisory Board's Audit Committee in 2013

The Audit Committee was established by virtue of the resolution of the Supervisory Board no. 324/V/2002 dated June 14, 2002 (amended i.a. by the resolution of the Supervisory Board no. 9/12 dated March 14, 2012) regarding the establishment of the Audit Committee as a consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory Board on the proper implementation of budgetary and financial reporting and internal control (including risk management) principles in the Orange Polska S.A. (the "Company"), Orange Polska Group (the "Group") and to liaise with its auditors.

Composition

In 2013, the Audit Committee was composed of the following persons:

Chairman: Mr. Timothy Boatman ("Independent Director"), Chartered Accountant (British)

Members: Ms. Marie Christine Lambert
Mr. Sławomir Lachowski ("Independent Director")
Mr. Marc Ricau

The Secretary of the Committee was Mr. Jerzy Klonecki.
Mr. Jacques de Galzain, Management Board member and Chief Financial Officer and Mr. Jacek Chaber, Director of Internal Audit, attended all meetings of the Audit Committee. Other members of the Management Board, in particular the Chief Executive Officer, attended the meetings where appropriate.

Functions of the Committee

The key functions of the Audit Committee include:

- 1) Monitoring the integrity of the financial information provided by the Company and the Group in particular by reviewing:
 - a. The relevance and consistency of the accounting methods used by the Company and the 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 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 coordination between the internal and external auditors;

- 4) Analyzing reports of the Group'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 Management and/or the Supervisory Board (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 Supervisory Board 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 with the Company's external auditors (in or without the presence of the Company Management Board) 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 Supervisory Board;
- 13) Regularly informing the Supervisory Board about all important issues within the Committee's scope of activity.
- 14) Providing the Supervisory Board with its annual report on the Audit Committee's activity and results.

Activity in 2013

The Audit Committee held 10 meetings in 2013, out of which 8 were regular meetings and

2 dedicated ad-hoc meetings, and in particular performed the following:

- 1) Reviewed the Company's and Group's published quarterly and annual financial statements, notably the relevance and consistency of the accounting methods used by the Company and the Group, particular attention was paid to those aspects where judgment is required, e.g. impairment of assets including goodwill and trade receivables, provisions for legal, tax and regulatory cases, revenue recognition and deferred tax;
- 2) Reviewed the Group's system of internal control and risk management as reported by the Management Board and, in particular, whether the Management Board sets the appropriate "control culture" and the way risks were identified, managed and disclosed by the Management. The Audit Committee received reports from Management on action plans in response to comments on internal controls from the internal and external auditors. The Audit Committee was briefed on the updated Internal Control Integrated Framework issued by Committee of Sponsoring Organizations of the Treadway Commission (COSO) on May 14, 2013;
- 3) Reviewed the annual plan of the Internal Audit, its budget and progress reports, as well as monitored the responsiveness of management to Internal Audit findings and recommendations. In addition, the Committee met privately with the

Director of the Group's Internal Audit. The Audit Committee was provided with a report regarding the renewal in 2013 of the certification of Internal Audit activities by Institut Français de l'Audit et du Contrôle Interne (IFACI). The Audit Committee reviewed also the independence of the Internal Audit;

- 4) Reviewed the prior year performance of the external auditor and made recommendation to the Supervisory Board on the external auditor, its remuneration and terms of engagement. In accordance with the Code of the Best Practices for companies listed on the Warsaw Stock Exchange, the Audit Committee recommended to the Supervisory Board the appointment of Deloitte Audit Sp. z o.o. to the audit of the Company and the Group for the financial year 2013 and to review half-yearly financial statements for the period of six months ended June 30, 2013. Deloitte Polska Sp. z o.o. Sp. k. (formerly Deloitte Audyt Sp. z o.o.) was first appointed as statutory auditor for the year ended December 31, 2009;
- 5) Kept under review the scope and the results of the external audit, independence and objectivity (including scepticism) of the auditors and reported its conclusions to the Supervisory Board. All non-audit services provided by external auditors were approved in advance by the Chairman of the Audit Committee. In addition, the Audit Committee reviewed the external auditors' proposed audit plan for the financial year 2013, including the materiality level set for audit testing, in the light of the Group's present circumstances and changes in accounting and auditing standards; monitored the Company's responsiveness to the recommendations from the external auditor made in its management letter. In addition, the Committee met privately with the lead partner of the statutory audit firm;
- 6) Reviewed the operations of the Group's Ethics Committee, of the Group's Compliance office, the revenue assurance, anti-fraud, hedging, insurance, cyber security (including CERT), data security, including personal data, business continuity & crisis management and disaster recovery functions managed by the Management Board; monitored results of investigations initiated by whistle-blowing;
- 7) Reviewed the Group's 2013 budget and addressed recommendations on it to the Supervisory Board;
- 8) Reviewed the 2013 shareholders' remuneration proposed by the Management;
- 9) Issued opinions on other matters referred to the Committee by the Supervisory Board and/or the Management Board including the merger of the Company with its subsidiary PTK-Centertel Sp. Z o.o., M&A transactions, including disposal of Wirtualna Polska SA and participation in the tender for 1800 MHz frequency reservation;
- 10) Received reports from the Management on the implementation of the Memorandum of Understanding with UKE signed in 2009.

The Audit Committee materially complied with the *Recommendations on the work of the Audit Committee* issued in November 2010 by the Office of the Financial Supervision Authority in Poland.

In the year under review, the Audit Committee, especially its independent members, reviewed and gave opinions to the Management Board on significant transactions with related parties as defined by the corporate rules, in particular the new financing arrangements with Orange Group (and the operation thereof), and received reports on them from the Group's Internal Audit.

Timothy Boatman

Chairman of the Audit Committee of the Supervisory Board

March 17, 2014