

**REPORT**  
**from the activities of the Strategy Committee  
of the Supervisory Board of Orange Polska S.A. in 2019**

The Strategy Committee was established by virtue of the Resolution of the Supervisory Board no. 417/05 dated June 15, 2005.

The Strategy Committee is a collegial body whose role is to support the work of the SVB, in particular in the following areas:

- strategic plans set out by the Management Board and especially their main strategic options;
- the Management's planning processes;
- strategic projects related to the development of Orange Polska (such as strategic agreements, alliances, technological and industrial cooperation agreements; significant acquisitions and sales of assets).

The Strategy Committee provides, furthermore, support and advice to the Management Board in these areas.

**Strategy Committee members in 2019:**

Chairman:

Jean-Marc Vignolles

Members:

Dr. Henryka Bochniarz ("Independent Director")  
Eric Debroeck  
Prof. Michał Kleiber ("Independent Director") – until 24 April 2019  
Patrice Lambert de Diesbach  
Monika Nachyła ("Independent Director") – since 24 April 2019  
Dr. Maria Pasło-Wiśniewska ("Independent Director")  
Gervais Pellissier

Permanent guests:

Maciej Witucki, Chairman of the Supervisory Board  
Russ Houlden, Chairman of the Audit Committee

All Supervisory Board Members are invited to participate in Strategic Committee meetings.

Supervisory Board members and Orange Polska Management Board actively participated in the works of the Committee, whenever appropriate.

Secretary of the Strategy Committee in 2019 was Maria Janczar, Orange Polska Corporate Strategy & Market Research Director.

In 2019 the Strategy Committee held three ordinary meetings.

## Letter from the Chairman of the Strategy Committee

Dear Shareholders,

Another year of our activity has passed. It was a year full of challenges, but also a year of stabilization of company's financial results, which is crucial for strengthening our market position in 2020.

During three ordinary meetings the Committee focused in 2019 precisely on the most important topics from the point of view of the coming years, primarily around the groundbreaking 5G technology and its impact on the company's further operations. With a view to 5G launching in the perspective of the next year, the Committee carefully looked at the lessons learned from the implementation of 4G technology. As a result, the most important conclusions from a technical and marketing perspective were formulated.

With widely developed Orange Polska fiber network and ongoing further rollout a lot of Committee's attention last year was also devoted to the content services. Global and local trends regarding customer needs, as well as operators' business expectations in terms of TV offer were being analyzed with various options for its future development.

I want to thank all Committee members and guests for their contribution to effective work for the sustainable development of the company and its market success last year.

**Jean-Marc Vignolles**

Chairman of the Strategy Committee

## Issues on the Strategy Committee's agenda for 2019

### *OPL spectrum strategy and approach towards 5G*

Current spectrum situation in Poland has been presented as well as OPL's challenges, including existing spectrum optimization and 5G requirements. Discussion also covered possible timeline of 5G spectrum distribution in Poland and harmonization of EMF level.

During the last Committee meeting of 2019 the updated information on 5G spectrum acquisition timeline has been discussed, 5G spectrum international price benchmark, results of 5G field tests in OPL, as well as illustrative 5G rollout schedule for OPL.

### *OPL strategy concerning financial services*

The Committee discussed OPL experience gained in previous years with the Orange Finance offer as well as plans for future financial services business model for Orange Polska.

### *Content strategy*

Considering global and local trends regarding customer needs, as well as operators' business expectations in terms of content and company's ambitions in convergence, various options for further development of TV offer were discussed.

### *Cash perspectives and dividend policy*

Bearing in mind investors' expectations regarding the prospects of further business development of the Group, the Committee analyzed current financial situation and the most probable cash scenarios for the coming years.

### *4G lessons learned*

The Committee analyzed the most important conclusions from the implementation of the previous technology (4G), especially in the phase of the 4G frequency auction, marketing strategy and the LTE commercial offers launch. Business assumptions from 2015 were compared with actual results.