Warsaw and London Stock Exchanges
Report 3-2013 EBI
Telekomunikacja Polska SA
Warsaw 4 April 2013

TP SA's Supervisory Board documents related to Corporate Governance to be presented to the Annual General Assembly including: Report on the activity of the Supervisory Board of Telekomunikacja Polska S.A. and its committees and concise assessment of the Telekomunikacja Polska Group's standing in 2012

I. TP S.A. SUPERVISORY BOARD COMPOSITION:

Supervisory Board composition as of January 1, 2012:

1. Prof. Andrzej K. Koźmiński - Chairman
2. Benoit Scheen - Deputy Chairman and Chairman of the Strategy Committee
3. Nathalie Clere - Secretary
4. Timothy Boatman - Board Member and Chairman of the Audit Committee
5. Thierry Bonhomme - Board Member
6. Jacques Champeaux - Board Member
7. Dr. Mirosław Gronicki - Board Member
8. Marie-Christine Lambert - Board Member
9. Pierre Louette - Board Member
10. Prof. Jerzy Rajski - Board Member
11. Gérard Ries - Board Member
12. Dr. Wiesław Rozłucki - Board Member

In 2012 the following changes occurred in the composition of the Supervisory Board:

On 5 January 2012, Mr. Henri de Joux was appointed by the Supervisory Board as a Member of the Supervisory Board.

On 12 April 2012, the mandates of Mr. Henri de Joux, Ms. Marie-Christine Lambert, Mr. Jerzy Rajski and Mr. Wiesław Rozłucki expired.

On the same day, Ms. Henryka Bochniarz, Mr. Sławomir Lachowski, Ms. Marie-Christine Lambert and Mr. Wiesław Rozłucki were appointed by the Annual General Assembly as Members of the Supervisory Board.

Ms. Nathalie Clere resigned from her function on the Supervisory Board as from 18 October 2012.

On the same day, Mr. Marc Ricau was appointed by the Supervisory Board as a Member of the Supervisory Board.

Supervisory Board composition as of December 31, 2012:

1. Prof. Andrzej K. Koźmiński - Chairman
2. Benoit Scheen - Deputy Chairman and Chairman of the Strategy Committee
3. Marc Ricau - Secretary
4. Timothy Boatman - Board Member and Chairman of the Audit Committee
5. Dr. Henryka Bochniarz - Board Member
6. Thierry Bonhomme - Board Member
7. Jacques Champeaux - Board Member
8. Dr. Mirosław Gronicki - Board Member
9. Sławomir Lachowski - Board Member
10. Marie-Christine Lambert - Board Member
11. Pierre Louette - Board Member
12. Gérard Ries - Board Member
13. Dr. Wiesław Rozłucki - Board Member and Chairman of the Remuneration Committee

At present, TP has six independent members on the Supervisory Board, namely Messrs. Prof. Andrzej K. Koźmiński, Timothy Boatman, Dr. Henryka Bochniarz, Dr. Mirosław Gronicki, Sławomir Lachowski and Dr. Wiesław Rozłucki.

Three permanent committees operate within the Supervisory Board. Their composition was the following (as of December 31, 2012):

- **Audit Committee**: Timothy Boatman – Chairman, Marc Ricau, Sławomir Lachowski and Marie-Christine Lambert – members;
- **Remuneration Committee**: Dr. Wiesław Rozłucki – Chairman, Benoit Scheen and Marc Ricau – members;
- **Strategy Committee**: Benoit Scheen – Chairman, Dr Henryka Bochniarz, Jacques Champeaux, Dr. Mirosław Gronicki and Gérard Ries – members.

II. OPERATION

The Supervisory Board, acting in compliance with the provisions of the Commercial Companies Code and the Company's Articles of Association, exercised permanent supervision over the Company's operations in all fields of its activities.

In 2012 the Supervisory Board fulfilled its duties resulting from the provisions of the Commercial Companies Code:

1. Evaluation of the Management Board's report on TP SA operations and the financial statements for the financial year 2011 and the Management Board's motion for distribution of the Company's profit;
2. Evaluation of the Management Board's report on TP Group's operations and the consolidated financial statements for the financial year 2011;
3. Filing with the General Assembly of the Shareholders reports presenting the results of the above mentioned evaluation.

The Supervisory Board took due care to ensure that the Management Board's reports and the financial statements were in compliance with the law.

The Supervisory Board also executed its rights and obligations arising from the Company's Articles of Association and the Best Practices for Companies listed on the Warsaw Stock Exchange, of which the following should be mentioned:

1) expressing opinions on motions addressed to the General Assembly including the motion on amendments to the Articles of Association,
2) selecting an independent auditor to audit the Company's financial statements,
3) preparing opinions on TP and Telekomunikacja Polska Group budgets,
4) concise assessing of the Telekomunikacja Polska Group's standing in 2011, including an assessment of the internal control system and the significant risks management system,
5) amendments to the Regulations of the Supervisory Board,

The Supervisory Board met 6 times in 2012. The Board adopted 34 resolutions, of which 5 in writing (by correspondence).

The Supervisory Board used in its operations opinions of its Committees (the Audit Committee, the Remuneration Committee and the Strategy Committee), wherever applicable.

The reports of the three permanent committees of the Supervisory Board on their activities in 2012 are attached hereto.

The Supervisory Board formulated a number of recommendations, remarks and motions to the Management Board, referring to different aspects of the company's operations.

The Supervisory Board was regularly monitoring the execution of its resolutions and recommendations, analysing the information presented by the Management Board.

III. CONCISE ASSESSMENT OF TELEKOMUNIKACJA POLSKA GROUP'S STANDING IN 2012

This document is the Supervisory Board assessment of the TP Group's performance in 2012 in accordance with the recommendation no. III.1.1 of the Code of Best Practices for WSE Listed Companies, introduced by the Warsaw Stock Exchange. The assessment is based on the 2012 financial results of the Group (the Company and its subsidiaries) as well as on the information obtained by the Supervisory Board during conducting its statutory tasks.

Throughout 2012, the Supervisory Board focused on the following issues:

a) Group’s financial results and performance in comparison to the budget;
b) Continued implementation of the Group’s medium term action plan and the development of the medium term action plan for 2013–2016;
c) Resolving the dispute with DPTG;
d) Rebranding of all products offered by TP S.A. to Orange;
e) Completion of a TP S.A. share buy back program;
f) Execution of the Memorandum of Understanding with the Office of Electronic Communications (UKE);
g) Monitoring of the key programs for the Group’s future, particularly a program of mobile access network sharing with T-Mobile;
h) Customer satisfaction – the customer excellence programme;
i) Providing opinion regarding development of convergent offers.

The Supervisory Board, through the work of its committees and all its members (including six independent members), was actively engaged in the process of evaluation of the most important initiatives, having in mind the interest of all the Group’s stakeholders, including shareholders. In addition, it maintained oversight of the Group’s operational and financial goals through management reporting at its quarterly meetings and was able, through the Audit Committee, to review and challenge the control, risk management and budgeting function performed by the Management.

Group’s Operational Review

Despite difficult operating conditions and extremely challenging competitive environment, Orange Polska delivered commercial progress in 2012. In spite of a price war in the mobile segment, Group’s mobile customer base grew by 237,000. In the fixed line segment, the Group retained its broadband customer base while broadband ARPU from these services grew by 5%, mainly as a result of broadband, TV and VoIP service bundling. The 3P bundles proved a major success among Orange customers and their take-up increased to 248,000. In addition, the TV customer base grew by 11%, reaching 706,000 subscribers. This growth could be attributed to a rich offer of TV packages accompanied by a continued upward trend in Group’s access line speeds, strengthened by the launch of VDSL-based service options. This has also contributed to mitigating a negative trend in fixed voice services. The fixed voice customer base decreased by 590 thousands in 2012 as compared to a decline by 670 thousands in 2011. Orange Polska also continued to boost data usage by popularising smartphones. Their number rose by 55.1% year-on-year, reaching almost 3.3 million, which contributed to an increase in messaging service and content revenues. Since the integration of all retail services of the Group under a single brand, Orange Polska has intensively promoted a convergent offer called Orange Open, which comprises of both fixed and mobile product components and addresses the customer’s need to have a number of communication services, including mobile and fixed voice, mobile and fixed broadband as well as television.

Another major event was the rebranding of TP S.A.’s services to Orange in the second quarter of 2012, from which the Group will benefit for many years. A change of the brand for fixed activities not only enabled the Group to refresh their image, but also facilitated the launch of the first convergent offer on the Polish market, Orange Open. The sales of the new offer were encouraging in 2012 and the Group intends to continue to promote it as a flagship convergent solution for residential customers. In parallel to rebranding its fixed activities into Orange, the Group contributed towards the success of the EURO 2012 Championship, which was co-hosted by Poland, by successfully providing this tournament with telecommunication infrastructure and services. The event gained positive image both for Poland and the Group, as well as experience vital to the Group’s ICT activity.

In 2012, the Group also paid close attention to the execution of the last full year of the Memorandum of Understanding with the President of UKE (signed in October 2009). The Group implemented the functionalities required due to changes in reference offers for regulated wholesale services in the IT solutions which had been developed pursuant to MoU. In addition, works related to ensure equal treatment of alternative operators and equivalence of access were continued within IT systems.
From the commencement of the MoU implementation to December 31, 2012, TP S.A. constructed and provided infrastructure enabling operation of a total of over 1,026,000 broadband lines. To complete its investment commitments declared in MoU, TP S.A. needs to invest in almost 224,000 lines in the first quarter of 2013, including 214,000 lines of capacity of 30 Mb/s or more. In October 2012, the required number of lines set in the Appendix 8 to MoU was attained in coverage gap areas. Thus, the MoU objective in this category was achieved.

All scheduled works concerning base stations on shared networks were completed in 2012. Currently, there is a total of almost 2,700 sites which transmit a signal of two operators. This is carried out through the NetWorkS! joint venture, owned by PTK Centertel and PTC (T-Mobile brand), which implements a network infrastructure and frequency sharing agreement. As a result, Orange customers in the areas where the project has been completed may now use a network which has 55% more sites. This has been reflected in a significant increase in service coverage, particularly in case of the 3G network, where the availability of modern mobile data transmission services based on the HSPA+DC technology has grown by over 23 percentage points.

Group's Financial Overview

The Group's key strategic goals in 2012 were to:

- revamp the mobile offering in response to a price war, particularly in the post-paid segment;
- revamp the broadband offering to return to quarterly growth of the number of broadband customers and achieve an increase in ARPU;
- expand the TV content portfolio;
- strengthen promotion of convergent services to increase ARPU and improve customer retention and customer satisfaction;
- further integrate fixed and mobile units and gain efficiency from integrated business processes;
- further rationalise Group's operations and processes in order to optimise operating expenses;
- meet the investment targets in broadband, as committed in the MoU Arrangement with UKE;
- optimise Capex spending based on sound investment criteria and without hampering growth;
- generate net free cash flow in line with the guidance of at least PLN 2 billion, which was subsequently revised to between PLN 1.5 billion and PLN 1.6 billion;
- optimise Group's balance sheet to improve return on assets base, particularly by optimisation of the real estate portfolio;
- improve quality of service and shorten time to market for new products by continuing IT systems transformation and integration with CRM systems;
- deliver an attractive return to shareholders keeping in mind conditions set up in the shareholder remuneration policy;
- promote predictable regulations according to the European Regulatory Framework and consistent with comparable benchmarks;
- further enhance internal control and risk management measures.

Despite notable commercial successes, resulting from the implementation of its operating activity guidelines, the Group has been significantly affected by adverse business conditions, mainly deteriorating macroeoconomic environment and the negative impact of a price war in the mobile market, which contributed to a decline in mobile ARPU. As a result of combination of these factors, in October 2012 the Group decided to revise its guidance for 2012. Group's final results for 2012 were within the Management's revised guidance. Group's revenue totalled PLN 14,147 million and decreased by 4.1% over 2011. EBITDA margin stood at 34.2%, while net free cash flow totalled PLN 1,542 million[1] compared with PLN 2,403 million generated in 2011.

In January 2012, acting in the best interest of the Company and its shareholders, TP S.A. Management Board signed a final settlement in the TP S.A. vs. DPTG dispute, for the total of EUR 550 million. The Supervisory Board supported the Management in their actions taken to settle the dispute.

Group's net debt increased to PLN 5,039 million in 2012, mainly as a result of the aforementioned settlement with DPTG. The Group has a solid balance-sheet with net gearing at 28% and the net debt to EBITDA ratio at 1. This, coupled with an effective hedging policy, enabled the Group to maintain its solid credit rating (A3/BBB+ with a negative outlook at December 31, 2012; Baa1 with a negative outlook at present) in a challenging competitive environment.

In 2012, TP S.A. paid a dividend of PLN 2,003 million, an equivalent of PLN 1.5 per share, payable in cash. In addition, as part of shareholder remuneration, on November 27, 2012 the Company partially completed a share buy back program, in which it had purchased 23.3 million shares for a total of PLN 400 million.

[1] NFCF for 2012 excluding EUR 550 million payment to DPTG.

Conclusions and 2013 Recommendations

The Polish telecom market started to undergo its most radical change ever, driven by MTR cuts and price wars in the mobile post-paid market in particular. As a result, this is forcing major adaptation at the Group. Despite intensive competition across all segments, especially a price war in the mobile market, as well as regulatory pressure, the Group delivered results within the revised guidance in 2012. The Supervisory Board believes that TP S.A. Management Board will make the appropriate efforts to reach Group's 2013 objectives.

The Supervisory Board's opinion is that in 2013 the Group should focus its activities on implementing the new medium term action plan, in which a new business model is to be developed to work in an environment where market growth by value is stagnant and where capital allocation has to be prioritised carefully, as cash is more scarce. In order to do so, the Group needs to build a much leaner and more flexible organisation, and also to:

- Effect the merger of TP S.A. and PTK Centertel Sp. z o.o.;
- Monitor business performance closely so as to be able to react quickly to unfavourable trading conditions caused by the continued volatility of the financial markets;
- Effectively promote Orange Open-like convergent services and, consequently, strengthen the leadership in value in fixed voice, mobile and broadband markets;
- Take actions to enable the Group's growth outside the telecommunication business in line with the strategic plan;
- Review outsourcing options for various activities and dispose of non-core assets to improve efficiency;
- Increase customer satisfaction and loyalty, also by implementing the customer excellence program;
- Monitor the Group's EBITDA margin;
- Optimise capital expenditure to below PLN 2 billion;
- Mitigate foreign exchange effect on commercial expenses, financial costs and capital expenditure;
- Intensify the cost base optimisation;
- Maintain financial stability, including taking advantage of France Telecom funding opportunities, and monitor the level and prognosis of debt ratios closely;
- Generate organic cash flow of at least PLN 0.8 billion[2];
- Develop a new shareholder remuneration approach based on changing market dynamics;
- Complete the execution of the Memorandum of Understanding with the Regulator;
- Further enhance internal control and risk management measures;
- Continue with the network infrastructure and frequency sharing cooperation with PTC (T-Mobile brand) through the NetWorkS! joint venture.

IV. ASSESSMENT OF THE GROUP'S INTERNAL CONTROLS INCLUDING RISK MANAGEMENT

The Supervisory Board is responsible for reviewing the effectiveness of the Group's system of internal control and risk management designed and established by the Management Board.

This system allows to manage the risk of failure to achieve business objectives and provides reasonable assurance against material misstatement or loss (risk management does not mean the full elimination of risk, but provides for better risk identification and the implementation of adequate measures as needed). The relevant processes are designed to give reasonable, but cannot give absolute assurance that the risks significant to the Group are identified and addressed.

The key elements of this system of internal control, including risk management were presented in the Management Board's Report on the Activity of the Group for 2012, published on February 12, 2013.

In 2012, the Group again completed a comprehensive assessment of its processes of internal control over financial reporting within the framework of Sarbanes-Oxley Program of France Telecom Group.

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[2] Excluding spectrum acquisition, change in consolidation and impact of risk and litigation.
Organic cash flow = Net cash provided by operating activities – (CAPEX + CAPEX payables) + proceeds from sale of property, plant and equipment and intangible assets.

Main deficiencies both in design and in effectiveness of the internal control have been either identified and corrected, or appropriate action points have been launched. As a result of the assessment, the Management concluded that there were no weaknesses that would materially impact the internal controls and financial reporting at December 31, 2012. Continued efforts by the Management in this regard are also needed in 2013.

Both the internal and external auditors report to the Management Board and also to the Audit Committee on control deficiencies which they identified during their audit. Their recommendations are being implemented.

Report from the activities of Telekomunikacja Polska S.A. Supervisory Board's Audit Committee in 2012

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 Telekomunikacja Polska S.A. (the "Company"), Telekomunikacja Polska Group (the "Group") and to liaise with its auditors.

Composition

In 2012, the Audit Committee was composed of the following persons:

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

Members: Ms. Marie Christine Lambert
Ms. Nathalie Clere – until October 18, 2012 when she resigned
Mr. Sławomir Lachowski ("Independent Director") – nominated on October 18, 2012
Mr. Marc Ricau – nominated on October 18, 2012

The Secretary of the Committee was Mr. Jerzy Klonecki.
Mr. Jacek Chaber, Director of Internal Audit, attended all the meetings of the Audit Committee.

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 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 program, including the review of independence of the Internal Audit function, and coordination between the internal and external auditors;
4) Analysing 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 selection and remuneration of the Director of the Internal Audit and on such function's budget;

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.

Providing the Supervisory Board with its annual report on the Audit Committee's activity and results.

Activity in 2012

The Audit Committee held 11 meetings in 2012, out of which 9 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, provisions for legal, tax and regulatory cases, revenue recognition and deferred tax;
2) Reviewed the Group's system of internal control (including risk management) as reported by the Management Board and, in particular, 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 Committee of Sponsoring Organizations of the Treadway Commission (COSO) plans to issue an update to its Internal Control Integrated Framework;
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 Director of the Group's Internal Audit. The Audit Committee was provided with a report regarding the renewal in 2012 of the certification of Internal Audit activities by Institut Français de l'Audit et du Contrôle Internes (IFACI). The Audit Committee reviewed also the independence of the Internal Audit;
4) 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 2012 and to review half-yearly financial statements for the period of six months ended June 30, 2012. 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 of the auditors and reported its conclusions to the Supervisory Board; 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 development and operation of the Group's Ethics Committee activity, anti-fraud and whistle-blowing programs managed by the Management Board; monitored results of investigations initiated by whistle-blowing;

7) Reviewed the Group's 2012 budget and addressed recommendations on it to the Supervisory Board;
8) Reviewed the 2012 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 M&A transactions and participation in the tender for 1800 MHz frequency reservation;
10) Received regular 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 and received reports on them from the Group's Internal Audit.

Timothy Boatman
Chairman of the Audit Committee of the Supervisory Board

March 28, 2013

Report on the activity of the Remuneration Committee of the Supervisory Board of Telekomunikacja Polska S.A. in 2012

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

The task of the Committee is to advise the Supervisory and Management Board on general remuneration policy of TP Group and to make recommendations on appointment, performance objectives, remuneration procedures and amounts to the Supervisory and Management Board.

Composition:

In 2012, the Remuneration Committee was composed of the following persons:

Chairman:

Dr. Wiesław Rozłucki ("Independent Director")

Members:

Benoit Scheen
Nathalie Clere – until October 18, 2012
Marc Ricau – from October 18, 2012

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

Activity in 2012:

In 2012, the Remuneration Committee held 6 meetings and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. Benefits under the employment contract for the Management Board Members. Standardization of the contracts structure.
2. Analysis of solutions for remuneration and reporting to the stock exchange of the Management Board Members compensation - within the context of EU good practices.
3. Discussion about the general level of remuneration of the Management Board Members and directors reporting directly to the CEO, in comparison to market benchmarks.
4. Discussion and implementation of new system of distribution and evaluation of targets-Performance Management.
5. Evaluation of MBO's of the Management Board Members for H2 of 2011 and H1 of 2012. REMCO recommendation about bonuses for the Management Board.

6. Approval of the Management Board Members targets for H2 of 2012 and H1 of 2013 (according to the Performance Management rules).

Wiesław Rozłucki
Chairman of the Remuneration Committee
March 28, 2013

Report
from the activities of the Strategy Committee
of the Supervisory Board of Telekomunikacja Polska S.A. in 2012

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

The major goal for the Strategy Committee is to give necessary support and advice for the Management Board in the area of TP Group strategic plans and initiatives of strategic importance.

Strategy Committee members in 2012:

Chairman:

Benoit Scheen

Members:

Dr. Henryka Bochniarz ("Independent Director")
Jacques Champeaux
Dr. Mirosław Gronicki ("Independent Director")
Prof. Jerzy Rajski ("Independent Director")
Gérard Ries

The Secretary of the Strategy Committee was Vincent Lobry, TP Management Board Member in charge of Marketing and Strategy.

Activities in 2012:

In 2012, the activities of the Strategy Committee of TP Group Supervisory Board concentrated on the development of new mid term strategy for TPG to adapt to changes undergoing on Polish telecom market. Among subjects discussed during the Committee meetings were: strategic positioning of Orange Poland, technology and investment strategy, Orange brand positioning including impact of rebranding of the fixed market products, development of services in new growth areas eg. ICT.

In all these areas the members of TP Group Management Board actively participated.

There were three Strategy Committee meetings in 2012 during which other Supervisory Board Members also participated: Chairman of the Supervisory Board, prof. Andrzej K. Koźmiński and Chairman of the Audit Committee, Timothy Boatman.

Benoit Scheen
Chairman of the Strategy Committee

March 28, 2013