

LSE - Current report 21/2014
Orange Polska S.A.
12 March 2014

Pursuant to art. 38, clause 1, item 3 of the Decree of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2009 No. 33, item 259, with amendments) the Management Board of Orange Polska S.A. ("Orange Polska", "Company") submits drafts of the resolutions to be adopted on the Ordinary Annual General Meeting to be held on April 10, 2014.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on nomination of the
Chairman of the Annual General Meeting

§ 1

The General Meeting nominates Mr/s. as the Chairmen of the Annual General Meeting.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the
meeting agenda

§ 1

The General Meeting approves the meeting agenda outlined in the notification on summoning the Annual General Meeting with text as follows:

Agenda:

- 1) Opening of the Assembly;
- 2) Election of the Chairman;
- 3) Statement that the Assembly is valid and capable to adopt resolutions;
- 4) Adoption of the agenda;
- 5) Election of the Scrutiny Commission;
- 6) Review of:
 - a) the Management Board Report on the Orange Polska S.A. operations and the Company Financial Statements for the financial year 2013,
 - b) the Management Board's motion concerning distribution of the Orange Polska S.A. profit for the financial year 2013,
 - c) the Supervisory Board Report on assessment of the Management Board Report on the Orange Polska S.A. operations, the Financial Statements for the financial year 2013 and the Management Board motion on distribution of the Company's profit,
 - d) the Management Board Report on the operations of the Orange Polska Group and the consolidated Financial Statements for the financial year 2013,
 - e) the Supervisory Board Report on assessment of the Management Board Report on the operations of the Orange Polska Group and the consolidated Financial Statements for the financial year 2013,
 - f) report on the Supervisory Board's activities and concise assessment of the Company's in 2013.
- 7) Review of:
 - a) the Management Board Report on the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. operations and the Company Financial Statements for the financial year 2013,
 - b) the Management Board's motion concerning distribution of the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. profit for the financial year 2013,
 - c) the Supervisory Board Report on assessment of the Management Board Report on the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. operations, the Financial Statements for the financial year 2013 and the Management Board motion on distribution of the Company's profit,
- 8) Review of:
 - a) the Management Board Report on the Orange Polska sp. z o.o. operations and the Company Financial Statements for the financial year 2013,
 - b) the Management Board's motion concerning coverage of the Orange Polska sp. z o.o. loss for the financial year 2013,
 - c) the Supervisory Board Report on assessment of the Management Board Report on the Orange Polska sp. z o.o. operations, the Financial Statements for the financial year 2013 and the Management Board motion on coverage of the Company's loss,
- 9) Adoption of the following resolutions:
 - a) approval of the Management Board Report on the Orange Polska S.A. activity in the financial year 2013,
 - b) approval of the Orange Polska S.A. Financial Statements for the financial year 2013,

- c) distribution of the Orange Polska S.A. profit for the financial year 2013,
 - d) approval of the Management Board Report on the operations of Orange Polska Group in the financial year 2013,
 - e) approval of the consolidated Financial Statements for the financial year 2013, and
 - f) granting approval of performance of their duties as members of the Orange Polska S.A. bodies in the financial year 2013,
 - g) approval of the Management Board Report on the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. activity in the financial year 2013,
 - h) approval of the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. Financial Statements for the financial year 2013,
 - i) distribution of the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. profit for the financial year 2013,
 - j) granting approval of performance of their duties as Management Board members of the "Polska Telefonia Komórkowa – Centertel" sp. z o.o. in the financial year 2013,
 - k) approval of the Management Board Report on the Orange Polska sp. z o.o. activity in the financial year 2013,
 - l) approval of the Orange Polska sp. z o.o. Financial Statements for the financial year 2013,
 - m) coverage of the Orange Polska sp. z o.o. loss for the financial year 2013,
 - n) granting approval of performance of their duties as Management Board members of the Orange Polska sp. z o.o. in the financial year 2013,
- 10) Changes in the Supervisory Board's composition,
- 11) Closing of the Assembly.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A. dated 10 April 2014 on nomination to Scrutiny Commission.

§ 1

The General Meeting nominates Mr/s. to the Scrutiny Commission.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A. dated 10 April 2014 on approval of the Management Board's report on the Orange Polska S.A. Company's activity in 2013

On the basis of art. 53 of the Accountancy Act and art. 393 item 1 and art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of Orange Polska SA Articles of Association, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Management Board's report on the Orange Polska S.A. Company's activity in 2013.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A. dated 10 April 2014 on approval of the Orange Polska S.A. Company's IFRS financial statements for 2013

On the basis of art. 53 clause 1 of the Accountancy Act and art. 393 item 1, art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of Orange Polska SA Articles of Association, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Orange Polska S.A. Company's IFRS financial statements for 2013 that include:

- 1) balance sheet as at 31.12.2013, with the balance sheet total of PLN 25 180 million (in words: PLN twenty five billion one hundred eighty million),
- 2) profit and loss account for 2013 showing a net profit of PLN 1 428 million (in words: PLN one billion four hundred twenty eight million),
- 3) change in equity for 2013 showing an increase in equity by PLN 789 million (in words: PLN seven hundred eighty nine million),
- 4) cash flow account showing a decrease in net cash and cash equivalents by PLN 50 million (in words: PLN fifty million),

5) notes to the financial statement.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on distribution of the Company's Orange Polska SA profit for the financial year 2013

On the basis of art 395 § 2 item 2 of the Commercial Companies Code and § 13 clause 2 of Orange Polska S.A. Articles of Association the following resolution is hereby adopted:

§ 1

The net profit for the year 2013 of PLN 1,427,661,807.86 (in words: one billion four hundred and twenty seven million six hundred and sixty one thousand eight hundred and seven zlotys 86 /100) shall be distributed in the following way:

- 1) for a dividend – PLN 656,178,739.50 (in words: six hundred and fifty six million one hundred and seventy eight thousand seven hundred and thirty nine zlotys 50/100). The amount of dividend shall be PLN 0.50 (in words: fifty groszy) for each entitled share.
- 2) Supplementary capital - PLN 742,929,832.21 (in words: seven hundred and forty two million nine hundred and twenty nine thousand eight hundred and thirty two zlotys 21/100),
- 3) to the reserve capital – PLN 28,553,236.15 (in words: twenty eight million five hundred and fifty three thousand two hundred and thirty six zlotys 15/100).

§ 2

Persons being the Company's shareholders on 26 June 2014 (the Dividend Day) shall be entitled to the dividend.

§ 3

The dividend shall be paid on 10 July 2014.

§ 4

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the Management Board report on the activity of Orange Polska Group in the financial year 2013

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Management Board report on the activity of Orange Polska Group in the financial year 2013.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the IFRS consolidated financial statements for 2013

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code the following resolution is hereby adopted:

§ 1

The General Meeting approves the IFRS consolidated financial statements for 2013, that include:

- 1) consolidated balance sheet as at 31.12.2013, showing the balance sheet total of PLN 22 802 million (in words: PLN twenty two billion eight hundred two million),
- 2) consolidated profit and loss account for 2013 showing consolidated a net profit after taxation of PLN 294 million (in words: PLN two hundred ninety four million), including a net profit attributable to equity holders of Orange Polska S.A. of PLN 294 million (in words: PLN two hundred ninety four million),
- 3) changes in total consolidated equity for 2013 showing a decrease in total consolidated equity by PLN 327 million (in words: PLN three hundred twenty seven million), including a decrease of equity attributable to equity holders of Orange Polska S.A. by PLN 327 million (in words: PLN three hundred twenty seven million),

- 4) consolidated cash flow statement showing a decrease in net cash and cash equivalents by PLN 208 million (in words: PLN two hundred eight million),
- 5) notes to consolidated financial statement.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on granting approval of the performance of duties of the Supervisory Board member

Pursuant to article 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr/s. of his/her duties as a member of the Orange Polska S.A. Supervisory Board in financial year 2013 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on granting approval of the performance of duties of the Management Board President/Member

Pursuant to article 393 § 1 of and 395 § 2 point 3 the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr. of his duties as the President / a Member of the Orange Polska S.A. Management Board in financial year 2013 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the Management Board's report on the Company's "Polska Telefonia Komórkowa – Centertel" sp. z o.o. activity in 2013

On the basis of art. 53 of the Accountancy Act in connection with acquisition of the Company "Polska Telefonia Komórkowa – Centertel" sp. z o.o. in accordance with art. 492 § 1 item 1 and art. 494 § 1 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Management Board's report on the Company's "Polska Telefonia Komórkowa – Centertel" sp. z o.o. activity in 2013.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the Company's "Polska Telefonia Komórkowa – Centertel" sp. z o.o. IFRS financial statements for 2013

On the basis of art. 53 of the Accountancy Act in connection with acquisition of the Company "Polska Telefonia Komórkowa – Centertel" sp. z o.o. in accordance with art. 492 § 1 item 1 and art. 494 § 1 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Company's "Polska Telefonia Komórkowa – Centertel" sp. z o.o. IFRS financial statements for 2013 that include:

- 1) balance sheet as at 31.12.2013, with the balance sheet total of PLN 6 010 million (in words: PLN six billion ten million),
- 2) profit and loss account for 2013 showing a net profit of PLN 363 million (in words: PLN three hundred sixty three million),

- 3) change in equity for 2013 showing a decrease in equity by PLN 1 022 million (in words: PLN one billion twenty two million),
- 4) cash flow account showing a decrease in net cash and cash equivalents by PLN 28 million (in words: PLN twenty eight million),
- 5) notes to the financial statement.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on distribution of the Company's "Polska Telefonia Komórkowa – Centertel" sp. z o.o. profit for the financial year 2013

In connection with the acquisition of the Company "Polska Telefonia Komórkowa – Centertel" sp. z o.o. in accordance with art. 492 § 1 point 1 and art. 494 § 1 of the code of commercial companies and on the basis of § 13 clause 2 of Orange Polska S.A. Articles of Association the following resolution is hereby adopted:

§ 1

1. The net profit for the year 2013 of PLN 363,434,469.07 (in words: three hundred and sixty three million four hundred and thirty four thousand four hundred and sixty nine zlotys 07/100) shall be distributed in the following way:

- 1) For a dividend – PLN 202,395,567.00 (in words: two hundred and two million three hundred and ninety five thousand five hundred and sixty seven zlotys 00/100),
 - 2) To the reserve capital – PLN 161,038,902.07 (in words: one hundred and sixty one million thirty eight thousand nine hundred and two zlotys 07/100).
2. The amount of the dividend referred to in clause 1 point 1) will be increased by the amount of PLN 682,604,433.00 (in words: six hundred and eighty two million six hundred and four thousand four hundred thirty three zlotys 00/100) from reserve capital.

§ 2

The full amount of the dividend referred to § 1 clause 1 point 1) and clause. 2 in the total amount of PLN 885,000,000.00 (in words: eight hundred and eighty five million zlotys 00/100) has been paid sole shareholder Orange Polska S.A. as an advance on the anticipated dividends for the year 2013 on the basis of resolutions No. 33/13 of 26 June 2013, No 47/13 of 30 September 2013 and No 59/13 of 24 December 2013 Management Board of the „Polska Telefonia Komórkowa – Centertel” sp. z o.o.

§ 3

Transferred to the reserve capital amount of PLN 161,038,902.07 (in words: one hundred and sixty one million thirty eight thousand nine hundred and two zlotys 07/100), referred to in § 1 clause. 1 point 2) may be allocated to the payment of dividend.

§ 4

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on granting approval of the performance of duties of the PTK Centertel Sp. o.o. Management Board President/Member

Pursuant to article 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr. of his duties as the President / a Member of the Polska Telefonia Komórkowa Centertel Sp. o.o. Management Board in financial year 2013 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the Management Board's report on the Company's "Orange Polska" sp. z o.o. activity in 2013

On the basis of art. 53 of the Accountancy Act in connection with acquisition of the Company "Orange Polska" sp. z o.o. in accordance with art. 492 § 1 item 1 and art. 494 § 1 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Management Board's report on the Company's "Orange Polska" sp. z o.o. activity in 2013.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on approval of the Company's "Orange Polska" sp. z o.o. IFRS financial statements for 2013

On the basis of art. 53 of the Accountancy Act in connection with acquisition of the Company "Orange Polska" sp. z o.o. in accordance with art. 492 § 1 item 1 and art. 494 § 1 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The General Meeting approves the Company's "Orange Polska" sp. z o.o. IFRS financial statements for 2013 that include:

- 1) balance sheet as at 31.12.2013, with the balance sheet total of PLN 102 k (in words: PLN one hundred two thousand),
- 2) profit and loss account for 2013 showing a net loss of PLN 61 k (in words: PLN sixty one thousand),
- 3) change in equity for 2013 showing a decrease in equity by PLN 362 k (in words: PLN three hundred sixty two thousand),
- 4) cash flow account showing a decrease in net cash and cash equivalents by PLN 383 k (in words: PLN three hundred eighty three thousand),
- 5) notes to the financial statement.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on coverage of the Company's "Orange Polska" sp. z o.o. loss for the financial year 2013

In connection with the acquisition of the company "Orange Polska" sp. z o.o. (KRS 0000380943) in accordance with art. 492 § 1 point 1 and art. 494 § 1 of the code of commercial companies and on the basis of § 13 clause 2 of Orange Polska S.A. Articles of Association the following resolution is hereby adopted:

§ 1

The net loss of the Company's "Orange Polska" sp. z o.o. (KRS 0000380943) for the year 2013 of PLN 61,081.27 (in words: sixty one thousand and eighty one zlotys 27/100) will be covered from Orange Polska S.A. supplementary capital.

§ 2

The resolution comes into force on the day of its adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on granting approval of the performance of duties of the Orange Polska Sp. o.o. Management Board Member

Pursuant to article 393 § 1 and 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr. of his duties as the Member of the Orange Polska Sp. o.o. Management Board in financial year 2013 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 10 April 2014 on appointment/removal of a Supervisory Board member

Pursuant to article 385 of the Commercial Companies Code and § 13.9 of the Company's Articles of Association, the following is resolved:

§ 1

Mr/s. is appointed/removed to/from the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.