Attachment No. 2
to the Supervisory Board Report
for the 2016 financial year

REPORT

on the activity of the Remuneration Committee
of the Supervisory Board of Orange Polska S.A. in 2016

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 2016, the Remuneration Committee was composed of the following persons:

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

Members: Prof. Andrzej K. Koźmiński ("Independent Director") – until 12.04.2016
Marc Ricau
Valérie Thérond
Dr. Maria Pasło-Wiśniewska ("Independent Director") – from 12.04.2016

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

Activity in 2016:

In 2016, the Remuneration Committee (RemCo) held 7 meetings and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. RemCo accepted the RemCo Annual Report 2015.
2. Remo positively recommended to the Supervisory Board the remuneration change for the Management Board Member in charge of Finance.
3. RemCo positively recommended to the Supervisory Board the employment contract conditions for the President of Orange Polska S.A. until 30.04.2016.
4. RemCo accepted the remuneration changes for the Executive Director in charge of Corporate Affairs and for the Executive Director in charge of Brand and Marketing Communication.
5. RemCo positively recommended to the Supervisory Board the nomination of Jean-François Fallacher as the next President of Orange Polska S.A. from 01.05.2016 and his employment contract conditions.
6. Modified model MBO goals implemented from H2 2016 was presented to RemCo.
7. RemCo was informed about the employment conditions of the acting Marketing B2C Director.
8. RemCo was informed about the merger of Orange Polska S.A. with Orange Customer Service sp. z o.o. from 01.10.2016 and about the employment conditions of Jolanta Dudek, the Management Board Member in charge of Customer Care and Customer Excellence as one to one merge of the present conditions.
9. RemCo positively acknowledged the information about the organizational changes in Orange Polska S.A. from September 2016.
10. RemCo positively acknowledged the candidatures and the employment conditions of the Executive Director in charge of IT and the Executive Director in charge of Network.
11. RemCo positively recommended to the Supervisory Board about the appointment of the Vice-President of the Management Board in charge of Strategy and Transformation for a new term of office valid from April 2017.

12. RemCo approved the changes in Orange Polska S.A and two managers' allocations of Bożena Leśniewska and Mariusz Gaca. RemCo positively recommended to the Supervisory Board the employment contract conditions for Mariusz Gaca as the Vice-president of the Management Board in charge of Consumer Market and for Bożena Leśniewska as the Vice-president of the Management Board in charge of Business Market.

13. RemCo discussed the part of the Management Board's Report on the Activity of Orange Polska S.A. in 2016, including the remuneration policy in Orange Polska S.A., in accordance with Best Practice for GPW Listed Companies 2016.

14. The evaluation of the MBO goals for the Management Board Members for H2 2015, the establishment of goals for the Management Board Members for H1 2016 and the evaluation of their MBO goals for H1 2016, and the establishment of goals for the Management Board Members for H2 2016.

Wiesław Rozłucki

Chairman of the Remuneration Committee