



Annual General Meeting

of Orange Polska S.A.

Warszawa, 19 April 2017

TRANSLATION

Attachment to the resolution no. 17/O/17
of Orange Polska S.A. Management Board
dated 17.03.2017

Announcement of the Management Board of Orange Polska on the Annual General Meeting

I. Date time and venue of the Annual General Meeting and detailed Agenda

The Management Board of Orange Polska Spółka Akcyjna (hereinafter referred to as Orange Polska S.A. or the Company) with its registered seat in Warsaw, entered in the companies' register maintained by the Regional Court for the Capital City of Warsaw, 12th Business Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of Orange Polska S.A., convenes the Annual General Meeting to be held on April 19, 2017, 10:00 a.m., in Warsaw, in the premises of Orange Polska Spółka Akcyjna building at Aleje Jerozolimskie 160, building E, ground floor, the conference hall – K/CK..

Agenda:

- 1) Opening of the Meeting;
- 2) Election of the Chairman;
- 3) Statement that the Meeting is valid and capable to adopt resolutions;
- 4) Election of the Scrutiny Commission;
- 5) Review of:
 - a) the Management Board's Report on the activity of Orange Polska S.A. and the financial statements for the 2016 financial year,
 - b) the Management Board's motion on covering of the Company's net loss for 2016 financial year,
 - c) the Management Board's motion concerning distribution of the Orange Polska S.A. profit from the previous years,
 - d) the Management Board's Report on the activity of Orange Polska Group and the consolidated financial statements for the 2016 financial year,
 - e) the Report of the Supervisory Board for the 2016 financial year,
 - f) the Management Board's motion concerning distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year,
- 6) Adoption of the following resolutions concerning:
 - a) approval of the Management Board's Report on the activity of Orange Polska S.A. in the 2016 financial year,
 - b) approval of Orange Polska S.A. financial statements for the 2016 financial year,
 - c) covering the Company's net loss for the 2016 financial year,
 - d) distribution of the Orange Polska S.A. profit from the previous years,

- e) approval of the Management Board's Report on the activity of Orange Polska Group in the 2016 financial year,
- f) approval of the consolidated financial statements for the 2016 financial year,
- g) granting approval of performance of their duties as members of Orange Polska S.A governing bodies in the financial year 2016,
- h) distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year,
- i) granting approval of performance of their duties as members of TP Invest sp. z o.o. governing bodies in the 2016 financial year,
- j) granting approval of performance of their duties as members of Orange Customer Services sp. z o.o. governing bodies in the 2016 financial year,
- 7) Adoption of the resolution on amendment of the Regulations of the General Meeting,
- 8) Changes in the Supervisory Board's composition,
- 9) Closing of the Meeting.

II. Information on participation rights in the General Meeting of Orange Polska S.A. ('GM')

1. Shareholder's right to request for certain issues to be put on the General Meeting's agenda and to table draft resolutions

- 1) Pursuant to art. 401 § 1 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital have the right to put issues on the GM agenda. The request shall contain the following:
 - a) the justification or a draft resolution on the proposed item,
 - b) an updated office copy of the entries in the companies' register or any other equivalent document confirming representation to act in the petitioner's name – regards the shareholders that are legal persons or entities that have no legal personality,
 - c) a document confirming ownership of such number of shares that authorises to place the request.

The request shall be filed with the Management Board in writing at the Company's registered office at Al. Jerozolimskie 160, 02-326 Warsaw, or send it by e-mail to the address pełnomocnictwo.wza@orange.com (pdf file), at least 21 days prior to the date of the General Meeting, i.e., on March 29, 2017 at the latest.

- 2) Pursuant to art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital and authorised to participate in the GM have the right to table draft resolutions on issues on the GM agenda or those to be put on the agenda. The drafts shall be filed with the Management Board in writing at the Company's registered office at Al. Jerozolimskie 160, 02-326 Warsaw, or send it by e-mail to the address pełnomocnictwo.wza@orange.com (pdf file), not later than 3 days prior to the GM, i.e., on April 16, 2017 at the latest. The request with the draft resolution shall be accompanied by the documents mentioned in 1b) and 1c).

- 3) Pursuant to art. 401 § 5 of the Commercial Companies Code, each Shareholder authorised to participate in the GM may, during the GM, table draft resolutions on the issues that have been put on the agenda.

2. Exercise of their voting right by the proxy holder

- 1) A Shareholder being natural person may participate in the GM and exercise his/her voting right in person or by a proxy holder.

A Shareholder not being natural person may participate in the GM and exercise its voting right through a person authorised to make statements of will in its name or by a proxy holder.

- 2) The proxy shall be made in writing, otherwise null and void, and it shall be appended to the GM minutes or made in electronic form. The form of the proxy authorising to exercise the voting right by a proxy holder is available at the Company's web side www.orange.pl/investors.
- 3) Orange Polska S.A. shall be notified about a proxy in electronic form at least 3 days prior to the GM, i.e., on April 16, 2017 at 4 p.m. at the latest by e-mail at pehnomocnictwo.wza@orange.com by sending a scan of proxy signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent such Shareholder.
- 4) Orange Polska S.A. shall take relevant steps to identify the Shareholder and the proxy holder in order to verify the validity of the proxy made in electronic form. The verification may mean a feedback by e-mail or by telephone asking the Shareholder and/or the proxy holder to confirm the representation and the scope of the proxy. Orange Polska S.A. thereby represents that any failure to respond to such verification shall be treated as failure to grant proxy and shall give grounds for such proxy holder to be denied access to the GM.
- 5) The right to represent a Shareholder not being a natural person shall be derived from an office copy of the relevant register (placed in original or in a copy confirmed by notary) or from the proxy, to be presented when checking the attendance list. A person/persons granting proxy on behalf of the Shareholder that is not natural person shall be entered in the updated office copy of the relevant register.
- 6) A management board member and an employee of the Company may act as proxy holders at the General Meeting. If a management board member or a supervisory board member or an employee of the Company or a member of a subsidiary's bodies or its employee is a proxy holder at the General Meeting, the proxy may authorise to represent exclusively at a single General Meeting.
- 7) The proxy holder, referred to in item 6) shall notify the Shareholder about any circumstances that indicate or may indicate a conflict of interest. Further representation shall be forbidden.
- 8) The proxy holder, referred to in item 6) shall vote in line with the instructions received from the Shareholder.

3. The possibility and mode of participating in the General Meeting by means of electronic communication

The Company does not allow for participation in the General Meeting by means of electronic communication.

4. The method of speaking at the GM by means of electronic communication

The Company does not allow for speaking at the General Meeting by means of electronic communication.

5. The procedure for casting votes by correspondence or by electronic means

The Company does not allow for executing the voting right by correspondence or by means of electronic communication.

6. The record date

April 3, 2017 shall be the record date.

7. The right to participate in the General Meeting

- 1) Only the persons being Orange Polska S.A. shareholders as of the record date, i.e., April 3, 2017, shall have the right to participate in the General Meeting. Personal certificate of entitlement to attend the General Meeting is issued by the entity operating a securities account, not later than in the first business day after the day of registration, i.e. April 4, 2017.
- 2) The list of Shareholders authorised to participate in the General Meeting shall be made pursuant to the data received from the National Securities Depository (KDPW). It is however recommended that the Shareholders had bearer certificates of their right to participate in the General Meeting issued by the entity maintaining the securities account.
- 3) Shareholders shall be allowed to take part in the GM on producing their identity document, while proxy holders shall be allowed to take part in the GM on producing their identity document and the proxy made in writing or by electronic means. Representatives of legal persons or entities not having legal personality shall additionally produce updated office copies of relevant registers with persons authorised to represent the entities entered in it.

III. Access to documentation

- 1) Any information and documents to be presented to the General Meeting together with draft resolutions, shall be placed at the Company's web side www.orange.pl/investors beginning on the day the General Meeting has been convened.
- 2) Beginning on April 12, 2017, a Shareholder shall have the right to request a copy of motions on the issues on agenda.

Current Report 8/2017
Orange Polska S.A. – Warsaw, Poland
31 March 2017

Pursuant to art. 38 clause 1 item 1 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, the Management Board of Orange Polska S.A., informs about additional information to the agenda of the Annual General Meeting to be held on 19 April 2017.

**Additional Information on the agenda of the Annual General Meeting of Orange
Polska**
to be held on 19 April 2017

By means of the current reports 6/2017 and 7/2017 both issued on 17 March 2017, the Management Board of Orange Polska Spółka Akcyjna (hereinafter referred to as Orange Polska or the Company) convened the Annual General Meeting to be held on April 19, 2017, 10:00 a.m., in Warsaw, in the premises of Orange Polska Spółka Akcyjna building at Aleje Jerozolimskie 160, building E, ground floor, the conference hall – K/CK and submitted draft resolutions to be adopted during the Annual General Meeting.

On 17 March 2017, Orange Polska informed (Report 1-2017 EBI) about four candidates indicated by the majority shareholder of the company – Orange SA to be voted at the Annual General Meeting.

Having in mind the above, the Management Board of Orange Polska would like to present additional information to the announced agenda of the forthcoming Annual General Meeting with the ordinal numbers and titles of the proposed resolutions, and the names of the candidates to the Supervisory Board.

Agenda:

- 1) Opening of the Meeting;
- 2) Election of the Chairman;

Resolution no. 1 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on nomination of the Chairman of the Annual General Meeting

- 3) Statement that the Meeting is valid and capable to adopt resolutions;
- 4) Election of the Scrutiny Commission;

Resolution no. [...] of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on nomination to Scrutiny Commission.

NOTE: in 2009 the General Meeting for the last time, voted for elections to the Scrutiny Commission

- 5) Review of:
 - a) the Management Board's Report on the activity of Orange Polska S.A. and the financial statements for the 2016 financial year,
 - b) the Management Board's motion on covering of the Company's net loss for 2016 financial year,

- c) the Management Board's motion concerning distribution of the Orange Polska S.A. profit from the previous years,
 - d) the Management Board's Report on the activity of Orange Polska Group and the consolidated financial statements for the 2016 financial year,
 - e) the Report of the Supervisory Board for the 2016 financial year,
 - f) the Management Board's motion concerning distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year,
- 6) Adoption of the following resolutions concerning:
- a) approval of the Management Board's Report on the activity of Orange Polska S.A. in the 2016 financial year,
Resolution no. 2 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on approval of the Management Board's report on the Orange Polska S.A. activity in 2016
 - b) approval of Orange Polska S.A. financial statements for the 2016 financial year,
Resolution no. 3 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on approval of Orange Polska S.A. financial statements for the 2016 financial year
 - c) covering the Company's net loss for the 2016 financial year,
Resolution no. 4 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on covering Orange Polska S.A. net loss for the 2016 financial year
 - d) distribution of the Orange Polska S.A. profit from the previous years,
Resolution no. 5 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on distribution of the Orange Polska S.A. profit from previous years
 - e) approval of the Management Board's Report on the activity of Orange Polska Group in the 2016 financial year,
Resolution no. 6 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on approval of the Management Board report on the activity of Orange Polska Group in the 2016 financial year
 - f) approval of the consolidated financial statements for the 2016 financial year,
Resolution no. 7 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on approval of the IFRS consolidated financial statements for 2016
 - g) granting approval of performance of their duties as members of Orange Polska S.A governing bodies in the financial year 2016,
 - *Resolution no. 8 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the Management Board's President,*
 - *Resolutions no. 9 – 16 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the Management Board's member,*
 - *Resolutions no. 17 - 34 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the Supervisory Board member***NOTE: each resolution will be voted separately**
 - h) distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year,
Resolution no. 35 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on distribution of the TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year

i) granting approval of performance of their duties as members of TP Invest sp. z o.o. governing bodies in the 2016 financial year,

- *Resolution no. 36 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the Management Board's President of TP Invest sp. z o.o.,*
- *Resolutions no. 37 - 38 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the member of the Management Board of TP Invest sp. z o.o.,*

NOTE: each resolution will be voted separately

j) granting approval of performance of their duties as members of Orange Customer Services sp. z o.o. governing bodies in the 2016 financial year,

- *Resolution no. 39 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the Management Board's President of Orange Customer Service sp. z o.o.,*
- *Resolutions no. 40 - 41 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on granting approval of the performance of duties of the member of the Management Board Orange Customer Service sp. z o.o.,*

NOTE: each resolution will be voted separately

7) Adoption of the resolution on amendment of the Regulations of the General Meeting,

- *Resolution no. 42 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on amendment of the Regulations of the General Meeting*

8) Changes in the Supervisory Board's composition,

- *Resolution no. 43 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on appointment of a Supervisory Board member,*

/Voting on appointment of Mr. Federico Colom Artola/

- *Resolution no. 44 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on appointment of a Supervisory Board member,*

/Voting on appointment of Mr. John Russell Houlden (Russ Houlden)/

- *Resolution no. 45 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on appointment of a Supervisory Board member,*

/Voting on appointment of Mr. Patrice Lambert de Diesbach/

- *Resolution no. 46 of Annual General Meeting of Orange Polska S.A. dated 19 April 2017 on appointment of a Supervisory Board member*

/Voting on appointment of Ms. Valérie Théron/

NOTE: each resolution will be voted separately

9) Closing of the Meeting.

NOTE: the ordinal numbers of the resolutions and the names of the candidates to the Supervisory Board may change due to the potential motions of the shareholders indicated before and/or during the Annual General Meeting

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

on nomination of the Chairman of the Annual General Meeting

Pursuant to article 409 § 1 of the Commercial Companies Code and § 18 clause 1 of the Company's Articles of Association, the following is resolved:

§ 1

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

§ 2

The resolution enters into force upon adoption.

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

on nomination to the Scrutiny Commission

Pursuant to § 9 clause 1 and 2 of the Company's Articles of Association, the following is resolved:

§ 1

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

§ 2

The resolution enters into force upon adoption.

point 5.

of the meeting agenda

Review of:

- a) the Management Board's Report on the activity of Orange Polska S.A. and the financial statements for the 2016 financial year,
- b) the Management Board's motion on covering of the Company's net loss for 2016 financial year,
- c) the Management Board's motion concerning distribution of the Orange Polska S.A. profit from the previous years,
- d) the Management Board's Report on the activity of Orange Polska Group and the consolidated financial statements for the 2016 financial year,
- e) the Report of the Supervisory Board for the 2016 financial year,
- f) the Management Board's motion concerning distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year,

resolution no. 3/17

of Orange Polska S.A. Management Board

of 13.02.2017

on approval of the Management Board's report on the activity of Orange Polska S.A. in 2016 and IFRS financial statements for 2016

§ 1

Orange Polska S.A. Management Board approves the Management Board's report on the Orange Polska S.A. activity in 2016.

§ 2

Orange Polska S.A. Management Board approves the Orange Polska S.A. IFRS financial statements for the 2016 financial year, that include:

- 1) balance sheet as at 31.12.2016, with the balance sheet total of PLN 22,390 million (in words: PLN twenty two billion three hundred and ninety million),
- 2) profit and loss account for 2016 showing a net loss of PLN 1,762 million (in words: PLN one billion seven hundred and sixty two million),
- 3) change in equity for 2016 showing a decrease in equity by PLN 1,842 million (in words: PLN one billion eight hundred and forty two million),
- 4) cash flow account showing an increase in net cash and cash equivalents by PLN 5 million (in words: PLN five million),
- 5) notes to the financial statements.

§ 3

The reports and statements, referred to in § 1 and § 2, have been included in attachment 1 to hereby resolution.

§ 4

1. Orange Polska S.A. Management Board requests the Annual General Meeting to review and approve the report and statements, referred to in § 1 and § 2.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the report and statements, referred to in § 1 and § 2 for appraisal.

3. The draft resolutions of the Annual General Meeting have been included in attachments 2 and 3.

§ 5

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

Management Board's Report

on the activity of Orange Polska S.A.
and the financial statements for the 2016 financial year

(separate document)

TRANSLATION

resolution no. 4/17

of Orange Polska S.A. Management Board

of 13.02.2017

on Management Board's motion on covering the Orange Polska S.A. net loss for the 2016 financial year

§ 1

Orange Polska S.A. Management Board adopts the motion on covering net loss for the 2016 financial year of PLN 1,761,202,944.13 (in words: PLN one billion seven hundred and sixty one million two hundred and two thousand nine hundred and forty four 13/100) in a following way:

1. from the reserve capital established in accordance with § 31 item 3 of Articles of Association, the net loss shall be covered in the amount of PLN 476,215,285.10 (in words PLN: four hundred and seventy six million two hundred and fifteen thousand two hundred and eighty five 10/100),
2. from the supplementary capital, the net loss shall be covered in the amount of PLN 1,284,987,659.03 (in words: PLN one billion two hundred and eighty four million nine hundred and eighty seven thousand six hundred and fifty nine 03/100).

§ 2

1. Orange Polska S.A. Management Board requests the Annual General Meeting to cover the Company's net loss for the 2016 financial year, referred to in § 1.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board a motion, referred to in § 1 for appraisal.
3. Draft resolution of the Annual General Meeting has been included in attachment to this resolution.

§ 3

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

resolution no. 5/17

of Orange Polska S.A. Management Board

of 13.02.2017

on the Management Board's declaration on non-payment of dividend in 2017

§ 1

Orange Polska S.A. Management Board decides not to submit to the Annual General Meeting the motion on the payment of dividend in 2017.

§ 2

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

resolution no. 6/17

of Orange Polska S.A. Management Board

of 13.02.2017

on Management Board's motion on distribution of the Orange Polska S.A. profit from previous years

§ 1

Orange Polska S.A. Management Board adopts the motion on distribution of a profit from previous years of PLN 32,503,549.86 (in words: PLN thirty two million five hundred and three thousand five hundred and forty nine 86/100), disclosed in the Company's Financial Statements for the 2016 financial year and on allocating it to the reserve capital.

§ 2

Allocated to the reserve capital amount of PLN 32,503,549.86 (in words: PLN thirty two million five hundred and three thousand five hundred and forty nine 86/100), referred to in § 1 may be distributed as a dividend.

§ 3

1. Orange Polska S.A. Management Board requests the Annual General meeting to distribute profit from previous years, referred to in § 1.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the motion, referred to in § 1 for appraisal.
3. Draft resolution of the Annual General Meeting has been included in attachment 1 to hereby resolution.

§ 4

The reason of the motion has been included in attachment 2 to hereby resolution.

§ 5

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

Attachment no 2 to the resolution no. 6/17
of Orange Polska S.A. Management Board
dated 13.02.2017

Reasons

The correction of PLN 32 million (net of PLN (2) million of current income tax) in 2016 relates to recognition of trade receivables

The impact of this adjustment was recognised directly in retained earnings and presented as other movements in the statement of changes in equity.

TRANSLATION

resolution no. 7/17

of Orange Polska S.A. Management Board

of 13.02.2017

on approval of the Management Board report on the activity of Orange Polska Group in the 2016 financial year and IFRS consolidated financial statements for 2016

§ 1

Orange Polska S.A. Management Board approves the Management Board report on the activity of Orange Polska Group in the 2016 financial year.

§ 2

Orange Polska S.A. Management Board approves the Orange Polska Group IFRS consolidated financial statements for 2016 that include:

- 1) consolidated balance sheet as at 31.12.2016, showing the balance sheet total of PLN 22,588 million (in words: PLN twenty two billion five hundred and eighty eight million),
- 2) consolidated profit and loss account for 2016 showing consolidated a net loss after taxation of PLN 1,746 million (in words: PLN one billion seven hundred and forty six million), including a net loss attributable to equity holders of Orange Polska S.A. of PLN 1,746 million (in words: PLN one billion seven hundred and forty six million),
- 3) changes in total consolidated equity for 2016 showing a decrease in total consolidated equity by PLN 1,968 million (in words: PLN one billion nine hundred and sixty eight million), including a decrease of equity attributable to equity holders of Orange Polska S.A. by PLN 1,968 million (in words: PLN one billion nine hundred and sixty eight million),
- 4) consolidated cash flow statement showing a decrease in net cash and cash equivalents by PLN 4 million (in words: PLN four million),
- 5) notes to consolidated financial statements.

§ 3

The reports and statements, referred to in § 1 and § 2, have been included in attachment 1.

§ 4

1. Orange Polska S.A. Management Board requests the Annual General Meeting to review and approve the report and statements, referred to in § 1 and § 2.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the report and statements, referred to in § 1 and § 2 for appraisal.

3. Draft resolutions of the Annual General Meeting have been included in attachments 2 and 3.

§ 5

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

Management Board's Report

on the activity of Orange Polska Group
and the consolidated financial statements for the 2016 financial year

(separate document)

resolution no. 13/17

of the Supervisory Board
of Orange Polska S.A.

dated 16 March 2017

on adoption of the Supervisory Board's report for the 2016 financial year

Pursuant to article 382 of the Commercial Companies Code and § 23 clause 1 and 2 items 1-3 and 12 of the Company's Articles of Association, the following is resolved:

§ 1

The Supervisory Board adopts the Report for the 2016 financial year that includes:

- 1) the report on the activity of the Supervisory Board of Orange Polska S.A. and its committees,
- 2) the appraisal of the Management Board's report on the Company's activity, the financial statements and the Management Board's motion on offsetting of the loss for the 2016 financial year,
- 3) the opinion on the Management Board's motion on the distribution of profit from previous years,
- 4) the appraisal of the Management Board's report on the activity of Orange Polska Group and the consolidated financial statements for the 2015 financial year,
- 5) the assessment of the Orange Polska Group's standing in 2015,
- 6) the assessment of the Group's system of internal control, risk management, compliance and internal audit,
- 7) the assessment of the compliance with disclosure obligations,

included in attachment hereto, and decides to submit it to the Annual General Assembly.

§ 2

The resolution shall enter into force upon adoption.

1. Maciej Witucki
2. Gervais Pellissier
3. Marc Ricau
4. Henryka Bochniarz
5. Federico Colom Artola
6. Jean-Marie Culpin
7. Eric Debroeck
8. Ramon Fernandez
9. Russ Houlden
10. Michał Kleiber
11. Patrice Lambert de Diesbach
12. Maria Paśło-Wiśniewska
13. Wiesław Rozłucki
14. Valérie Théron

THE SUPERVISORY BOARD'S REPORT for the 2016 financial year

The Supervisory Board's report for the 2016 financial year includes:

- 1) the report on the activity of the Supervisory Board of Orange Polska S.A. and its committees,
- 2) the appraisal of the Management Board's report on the Company's activity, the financial statements and the Management Board's motion on offsetting of the loss for the 2016 financial year,
- 3) the opinion on the Management Board's motion on the distribution of profit from previous years,
- 4) the appraisal of the Management Board's report on the activity of Orange Polska Group and the consolidated financial statements for the 2015 financial year,
- 5) the assessment of the Orange Polska Group's standing in 2015,
- 6) the assessment of the Group's system of internal control, risk management, compliance and internal audit,
- 7) the assessment of the compliance with disclosure obligations,
- 8) the assessment of the rationality of the Group's sponsorship and charity policy.

I. REPORT ON THE ACTIVITY OF THE SUPERVISORY BOARD

Composition

Composition of the Supervisory Board on 1 January 2016:

- | | |
|--------------------------------|---|
| 1. Maciej Witucki | - Chairman |
| 2. Prof. Andrzej K. Koźmiński | - Deputy Chairman and Independent Board Member |
| 3. Gervais Pellissier | - Deputy Chairman and Chairman of the Strategy Committee |
| 4. Marc Ricau | - Secretary |
| 5. Dr. Henryka Bochniarz | - Independent Board Member |
| 6. Jean-Marie Culpin | - Board Member |
| 7. Eric Debroeck | - Board Member |
| 8. Ramon Fernandez | - Board Member |
| 9. Dr. Mirosław Gronicki | - Independent Board Member |
| 10. Russ Houlden | - Independent Board Member and Chairman of the Audit Committee |
| 11. Dr. Maria Pasło-Wiśniewska | - Independent Board Member |
| 12. Marie-Christine Lambert | - Board Member |
| 13. Gérard Ries | - Board Member |
| 14. Dr. Wiesław Rozłucki | - Independent Board Member and Chairman of the Remuneration Committee |
| 15. Valérie Thérond | - Board Member |

In 2016 the following changes occurred in the composition of the Supervisory Board:

On February 3, 2016, Prof. Andrzej K. Koźmiński resigned from the position as Member of the Supervisory Board with effect on April 12, 2016.

On April 7, 2016, Mr. Gérard Ries resigned from the position as Member of the Supervisory Board with effect on April 7, 2016.

On April 12, 2016, the mandates of Messrs.: Jean-Marie Culpin, Eric Debroeck, Mirosław Gronicki, Gervais Pellissier, Marc Ricau and Maciej Witucki expired.

On the same day, Messrs.: Jean-Marie Culpin, Eric Debroeck, Michał Kleiber, Gervais Pellissier, Marc Ricau and Maciej Witucki were appointed by the Annual General Assembly as Members of the Supervisory Board.

On June 28, 2016, Ms. Marie-Christine Lambert resigned from the position as Member of the Supervisory Board with effect on June 30, 2016.

On July 13, 2016, Messrs. Federico Colom Artola and Patrice Lambert de Diesbach were appointed by the Supervisory Board as Members of the Supervisory Board.

Composition on 31 December 2016:

1. Maciej Witucki - Chairman
2. Gervais Pellissier - Deputy Chairman and Chairman of the Strategy Committee
3. Marc Ricau - Secretary
4. Dr. Henryka Bochniarz - Independent Board Member
5. Federico Colom Artola - Board Member
6. Jean-Marie Culpin - Board Member
7. Eric Debroeck - Board Member
8. Ramon Fernandez - Board Member
9. Prof. Michał Kleiber - Independent Board Member
10. Russ Houlden - Independent Board Member and Chairman of the Audit Committee
11. Patrice Lambert de Diesbach - Board Member
12. Dr. Maria Pasło-Wiśniewska - Independent Board Member
13. Dr. Wiesław Rozłucki - Independent Board Member and Chairman of the Remuneration Committee
14. Valérie Thérond - Board Member

At present, the Supervisory Board has five independent members, namely Messrs. Dr. Henryka Bochniarz, Russ Houlden, Prof. Michał Kleiber, Dr. Maria Pasło-Wiśniewska and Dr. Wiesław Rozłucki.

Committees:

Three permanent committees operate within the Supervisory Board. Their composition was the following (as of 31 December 2016):

1) Audit Committee:

Russ Houlden – Chairman
Federico Colom Artola
Dr. Maria Pasło-Wiśniewska
Marc Ricau

2) Remuneration Committee:

Dr. Wiesław Rozłucki – Chairman
Dr. Maria Pasło-Wiśniewska
Marc Ricau
Valérie Thérond

3) Strategy Committee:

Gervais Pellissier – Chairman
Dr Henryka Bochniarz
Jean-Marie Culpin
Eric Debroeck
Prof. Michał Kleiber
Patrice Lambert de Diesbach
Dr. Maria Pasło-Wiśniewska

The Audit Committee is chaired by Mr. Russ Houlden, an independent Member of the Supervisory Board having qualifications in accounting and treasury and relevant experience in audit and finance.

Mr. Maciej Witucki, Chairman of the Supervisory Board, and Mr. Russ Houlden, Independent Board Member and Chairman of the Audit Committee, participate in the meetings of the Strategy Committee on a permanent basis.

The reports of the three permanent committees of the Supervisory Board on their activities in 2016 are attached hereto.

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 2016 the Supervisory Board fulfilled its duties resulting from the provisions of the Commercial Companies Code:

1. Appraisal of the Management Board's report on Orange Polska SA operations and the financial statements for the financial year 2015 and the Management Board's motion for distribution of the Company's profit;
2. Appraisal of the Management Board's report on Orange Polska Group's operations and the consolidated financial statements for the financial year 2015;
3. Filing with the General Assembly reports presenting the results of the above mentioned appraisals.

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 Practice 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,
- 2) selecting an independent auditor to audit the Company's financial statements,
- 3) preparing opinions on Orange Polska S.A. and Orange Polska Group budget,
- 4) concise assessment of the Orange Polska Group's standing in 2015, including an assessment of the internal control system and the significant risks management system,
- 5) deciding on the composition of the Management Board and the evaluation of its performance.

Throughout 2016, the Supervisory Board focused on the following issues:

- a) implementation of the medium term action plan for 2016–2018;

In February 2016, the Supervisory Board accepted a new strategic plan of Orange Polska S.A. and Orange Polska Capital Group for 2016-2018, focused on increasing market share. It is a proactive plan built around four strategic priorities: leadership in connectivity and in convergence, best customer experience, and agility. In the years ahead we expect strong

growth in demand for telecom services, fuelled by a surge in data consumption and increasing adoption by Polish households of a convergent approach.

b) investments in the rollout of the fibre network;

Good connectivity, both fixed and mobile, is the key to the success of our strategy. Group's capital expenditures in 2016 increased to more than PLN 2 billion (excluding spectrum payments) and the Group significantly increased investments in the rollout of the fibre network. Plans for the year 2017 assume that the fiber network will cover 2,5 million of households.

c) launch of LTE services on the newly purchased mobile spectrum;

The success in the auction and the purchase of new frequency bands at the beginning of 2016 year became a milestone for our actions improving the quality of mobile network and greatly improved the Company's competitive position in terms of mobile spectrum resources. Nowadays, almost all the residents of our country can benefit from 4G/LTE coverage. Additionally, Orange network has been considered as the fastest in Poland.

d) Group's financial results and performance in comparison to the budget and delivering market guidance for EBITDA and leverage;

Considering the increase in investment and a very strong competition, the Supervisory Board put much attention to the financial results, which were in line with expectations in 2016. The revenues on the level of PLN 11,538 M mean a slight decrease comparing to the previous year (-2.4% vs -2.9% in 2015). On the net result, we can see the impact of the one write-down on financial assets of PLN 1,793 M resulting from over calculation of future cash flow together with an increase of the discount rate in order to reflect the bigger economic risk. The profit EBITDA of PLN -3,163 M is on the expected level, whereas, the volume of the cash flow was the effect of the growth of the investments.

e) customer satisfaction – the customer excellence programme;

The Supervisory Board is satisfied with the further growth and achieving the best Net Promoter Score (NPS) indicator, on both B2C and B2B markets.

f) exploration of convergent opportunities;

One of the key strategic objectives of Orange Polska is to be the convergence leader, providing mobile and fixed line service bundles. In 2016 Orange Polska proved its efficiency in the sales of convergent services (including family offers with several sim cards bundle) and noted a significant increase of the popularity of the mobile Internet for households.

g) organisational changes in the Company and other

On February 4, 2016 the Supervisory Board decided to change the President of Orange Polska S.A. as of 1 May, when Bruno Duthoit was replaced by Jean-François Fallacher.

On September 30, 2016, Orange Polska merged with its subsidiaries by transferring all assets of Orange Customer Service and TP Invest to Orange Polska. The main purpose of the merger was the simplification of the Orange Polska Group management through increase of operational efficiency as well as integration and simplification of processes in the merged companies.

The Supervisory Board met 5 times in 2016 and adopted 37 resolutions, of which 6 were in writing (by circulation).

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

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.

Self-assessment

The Supervisory Board evaluates that:

- knowledge, experience and competence of each member and the composition, organisation and operation of the Supervisory Board and its committees allowed them effective supervision over the activities of Orange Poland,
- properly and with due care performed its duties in 2016.

II. APPRAISAL OF THE MANAGEMENT BOARD'S REPORT ON THE COMPANY'S ACTIVITY, THE FINANCIAL STATEMENTS AND THE MANAGEMENT BOARD'S MOTION ON OFFSETTING OF THE LOSS FOR THE 2016 FINANCIAL YEAR

The Company's Supervisory Board, acting pursuant to provisions of article 382 § 3 of the Commercial Companies Code and § 23.2.1-3 of the Company's Articles of Association, has examined and appraised the following documents:

- 1) the Management Board's report on the Company's activity in 2016;
- 2) the Company's IFRS financial statements for the 2016 financial year, including:
 - a) balance sheet as at 31.12.2016, with the balance sheet total of PLN 22 390 million (in words: PLN twenty two billion three hundred ninety million),
 - b) profit and loss account for 2016 showing a loss of PLN 1 762 million (in words: PLN one billion seven hundred sixty two million),
 - c) change in equity for 2016 showing a decrease in equity by PLN 1 842 million (in words: PLN one billion eight hundred forty two million),
 - d) cash flow account showing an increase in net cash and cash equivalents by PLN 5 million (in words: PLN five million),
 - e) notes to the financial statement.
- 3) resolution No. 3/17 of the Company's Management Board dated 13 February 2017 on approval of the Management Board's report on the activity of Orange Polska S.A. in the 2016 financial year and IFRS financial statements for 2016;
- 4) resolution No. 4/17 of the Company's Management Board dated 13 February 2017 on Management Board's motion on offsetting of the Orange Polska S.A. loss for the 2016 financial year.

Having analysed the above mentioned documents and taking into consideration the opinion and report of an independent auditor on examination of Orange Polska S.A. financial statements for the year ended 31 December 2016, the Supervisory Board states as follows:

- The Management Board report on the Company's activity and the financial statements for the 2016 financial year are in compliance with the books and documents, and remain in conformity with the factual status and mandatory legal provisions.

The Supervisory Board recommends the Annual General Assembly:

1. to approve the Management Board's report on the Company's activity in 2016 and the financial statements for the 2016 financial year;
2. to adopt a resolution on offsetting of the Company's loss for the 2016 financial year according to the motion of the Management Board included in the resolution 4/17;
3. to grant approval of the performance by the members of the Management Board of Orange Polska S.A. of their duties in 2016.

4. to grant approval of the performance by the members of the Management Boards of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. of their duties in 2016.

III. OPINION ON THE MANAGEMENT BOARD'S MOTION ON THE DISTRIBUTION OF THE PROFIT FROM PREVIOUS YEARS

The Supervisory Board, acting pursuant to provisions of § 23.2.2 and 7 of the Articles of Association, expresses a positive opinion on the Management Board's motion expressed in the resolution no. 6/17 dated 13 February 2017 and recommends the Annual General Assembly to adopt a resolution on distribution of the Company's profit from previous years.

IV. APPRAISAL OF THE MANAGEMENT BOARD'S REPORT ON ACTIVITY OF ORANGE POLSKA GROUP AND THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2016 FINANCIAL YEAR

The Company's Supervisory Board, acting pursuant to provisions of article 382 § 3 of the Commercial Companies Code and § 23.2.1-3 of the Company's Articles of Association, has examined and appraised the following documents:

- 1) The Management Board's report on the activity of Orange Polska Group in the 2016 financial year;
- 2) The IFRS consolidated financial statements for 2016 that include:
 - a) consolidated balance sheet as at 31.12.2016, showing the balance sheet total of PLN 22 588 million (in words: PLN twenty two billion five hundred eighty eight million),
 - b) consolidated profit and loss account for 2016 showing consolidated a net loss of PLN 1 746 million (in words: PLN one billion seven hundred forty six million), including a net loss attributable to equity holders of Orange Polska S.A. of PLN 1 746 million (in words: PLN one billion seven hundred forty six million),
 - c) changes in total consolidated equity for 2016 showing a decrease in total consolidated equity by PLN 1 968 million (in words: PLN one billion nine hundred sixty eight million), including a decrease of equity attributable to equity holders of Orange Polska S.A. by PLN 1 968 million (in words: PLN one billion nine hundred sixty eight million),
 - d) consolidated cash flow statement showing a decrease in net cash and cash equivalents by PLN 4 million (in words: PLN four million),
 - e) notes to consolidated financial statement.
- c) Resolution No. 7/17 of the Company's Management Board dated 13 February 2017 on approval of the Management Board report on the activity of Orange Polska Group in the 2016 financial year and IFRS consolidated financial statements for 2016.

Having analysed the abovementioned documents and taking into consideration the opinion and report of an independent auditor on examination of the consolidated financial statements for the year ended 31 December 2016, the Supervisory Board states as follows:

- the Management Board's report on the activity of Orange Polska Group in the 2016 financial year and the consolidated IFRS financial statements for the 2016 financial year are in compliance with the books and documents, and remain in conformity with the factual status and mandatory legal provisions.

The Supervisory Board recommends the Annual General Assembly to approve the Management Board's report on the activity of Orange Polska Group in the 2016 financial year and the consolidated IFRS financial statements for the 2016 financial year.

V. ASSESSMENT OF ORANGE POLSKA GROUP'S STANDING

This section contains the Supervisory Board assessment of the Orange Polska Group's performance in 2016 in accordance with the recommendation no. II.Z10.1 of the Code of Best Practices for WSE Listed Companies 2016, introduced by the Warsaw Stock Exchange. The assessment is based on the 2015 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.

The Supervisory Board, through the work of its committees and all its members (including 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 functions performed by the Management.

Group's Operational Review

In 2016 Orange Polska business continued to develop in line with the priorities that were set a year ago. Namely: investments in connectivity and on very proactive customer acquisition on all fronts of our business.

In 2016 Orange Polska continued to make significant investments in fibre network rollout. This strategic priority will differentiate Company's offer on the market and is a key factor in its ongoing transition from a legacy to a modern telecom company. The size of the fibre network doubled last year to close to 1.5 million households. The Company has the largest fibre network in Poland, available in 37 cities. As this technology is still new in Poland, the Company put a lot of effort into marketing communications through the year to build customer awareness. Customer take-up increased in every quarter and reached 31,000 in Q4. Almost 80% of customers acquired in Q4 were new customers to Orange Polska – an evidence that Orange Polska is winning market share from the competition.

Facing a continuing surge in data consumption, Orange Polska continued to improve mobile connectivity based on the newly acquired spectrum, resulting in mobile 4G/LTE network current coverage of almost the entire population and serving more than 60% of mobile data traffic. The volume of data transferred in the network increased by c.130% due to the growing number of customers and much higher traffic per customer, driven by increasing smartphone penetration and evolving customer needs.

In 2016 the number of mobile post-paid SIM cards increased by more than 1 million or 13% year-on-year, the best achievement in many years. Orange Polska held on to second place on the market in terms of mobile number portability, with a much better net result in post-paid (+152,000) than the year before. This impressive growth was mainly fuelled by two market trends: the success of multi-SIM family offers, and much higher popularity of mobile broadband for use in the home (called LTE for Fixed). Family offers are a powerful market tool to win households who use more and more mobile devices. LTE for Fixed is gaining traction as a substitute for fixed broadband, especially in suburban areas, as a consequence of much better mobile connectivity. Another contributing factor to growth in post-paid was increased migration from pre-paid following a regulatory change that obliged users to register their pre-paid SIM cards.

Introduction of obligation of pre-paid cards registration was an unexpected market event that occurred during 2016 and constituted a new challenge. Handling this challenge required a lot of effort in terms of adjusting our IT systems, redefining relations with distributors, customer education and marketing initiatives. By 1 February 2017 (the deadline for registration of existing cards to avoid disconnection), around 96% of active customers registered, which we deem a success and evidence that we handled this transition well.

In 2016 The Group continued efforts to engage in active dialogue with our customers in line with the new “listening and responding” approach launched in 2015. In 2016 Net Promoter Score (NPS) was once again improved and reached an all-time high as a result of significant improvements in satisfaction among our mobile customers, on both B2C and B2B markets.

Group’s Financial Overview

The Group’s key goals in 2016 were to:

- Further extension of coverage of LTE technology and launch of services on newly purchased mobile spectrum
- Continue fibre network rollout to cover up to 800,000 new households connectable
- Development of commercial strategy aimed mainly at monetisation of new mobile spectrum, commercialisation of fibre network and actions to strengthen the Company’s position in all of its markets of operation,
- Use of the Group’s unique resources to fully utilise the benefits of convergent opportunities
- Increasing customer satisfaction and loyalty, also by further implementation of the customer excellence program
- Further optimisation of the Company’s assets, including disposal of unused properties
- Development of new cost optimisation initiatives to mitigate impact of revenue pressure
- Maintaining financial stability and monitor closely the level of debt ratios (net debt-to-restated EBITDA not to exceed 2.2)
- Deliver restated EBITDA in the guidance range of PLN 3.15-3.30 billion
- Monitoring and analysing any acquisition opportunities on the market
- Remunerating shareholders at a reasonable level, taking into consideration the Group’s financial structure and future capital requirements

Adjusted revenues totalled PLN 11,538 million in 2016, down -2.4% or PLN 288 million year-on-year. The decline resulted mainly from a fall in fixed services and lower other revenues. Evolution of fixed services reflects primarily structural erosion of legacy business, which impacted fixed voice and wholesale revenues. Fixed broadband revenues were also down as consequence of falling ADSL base and lower ARPU. A decrease in other revenues resulted from completion of infrastructure projects (that generated PLN 127 million revenues in 2015), and lower ICT revenues. These negatives were partially offset by an increase in mobile revenues, which were driven up by post-paid customer base growth and shift towards instalment offers.

Adjusted EBITDA for full year amounted to PLN 3,163 million, down by PLN 354 million or 10.1% year-on-year. Adjusted EBITDA margin stood at 27.4%, down by 2.3 pp year-on-year. Its evolution reflects mainly a fall in revenues, an increase in direct costs (by PLN 249 million) and further optimisation of indirect costs (a fall by PLN 183 million). Direct cost year-on-year evolution was mainly affected by higher interconnect costs as well as growing commercial costs, mainly due to change in mix of handsets and unfavourable FX impact (weaker PLN to EURO). These negatives were partly compensated by improvement in indirect costs, mainly due to ongoing optimisation in the network & IT areas and a headcount decrease following implementation of the social plan.

Net loss for 2016 amounted to PLN 1,746 million versus net income of PLN 254 million in 2015. It was heavily affected by PLN 1,793m non-cash asset impairment loss due to reassessment of future projected cash flows coupled with an increase in the discount rate to reflect higher business risk. It was also impacted by lower EBITDA and higher net financial costs (PLN 68 million above 2015), mainly as a result of higher debt.

Adjusted organic cash flow for 2016 came in at PLN 620 million versus PLN 962 million in 2015. It was mainly as a result of lower EBITDA and higher capital expenditure cash outflows. These were partly offset by much lower requirement for working capital as growing receivables (due to instalment effect) were largely compensated by supply chain optimisation.

In 2016, the Group paid a dividend of PLN 328 million, an equivalent of PLN 0.25 per share, payable in cash.

Conclusions and 2017 Recommendations

In 2016 Orange Polska enhanced its commercial position on the Polish telecom market, especially in mobile post-paid and high-speed fixed broadband. Customers' perception of Orange services further improved. Financial results were in line with objectives. In 2017 key priorities should not change but the focus will be more on improvement of the execution of commercial actions and investment process. Monetisation of the strategy that was announced a year ago is slower than anticipated mainly due to slower than previously expected recovery of the mobile market, high competition in fixed broadband putting pressure on ADSL customers, continued pressure on legacy businesses (PSTN and wholesale) and new situation on the pre-paid market. As such new actions are required to facilitate the strategic goal which is turnaround.

The Supervisory Board's opinion is that in 2017 the Group should focus, in particular, on the following key aspects:

- Drawing benefits from the organisational changes in the company that were introduced recently
- Maximise market opportunities from the newly launched convergence offer Orange Love
- Work out new actions that will improve monetisation of the strategy and business transformation including new cost cutting initiatives
- Consider balance sheet deleveraging initiatives
- Provide during the year an update regarding mid-term strategic and financial outlook
- Continue fibre network rollout to cover more than 1 million new households connectable
- Closely monitor commercial strategy aimed mainly at monetisation of fibre network and develop further actions to strengthen the Company's position in all of its markets of operation
- Implement further improvements in the customer management experience to continue to increase customer satisfaction and loyalty
- Participating in the POPC program
- Deliver restated EBITDA in the guidance range of PLN 2.8-3.0 billion
- Maintaining financial stability and monitor closely the level of debt ratios (net debt-to-restated EBITDA not to exceed 2.6).

VI. ASSESSMENT OF THE GROUP'S INTERNAL CONTROL, RISK MANAGEMENT, COMPLIANCE AND INTERNAL AUDIT

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, as well as the compliance system and the internal audit function.

This system of internal control and risk management facilitates the management of 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 the system of internal control, including risk management, were presented in the Management Board's Report on the Activity of the Group for 2016, published on 13 February 2017.

In 2015, the Group again completed a comprehensive assessment of its processes of internal control over financial reporting. Main deficiencies both in design and in effectiveness of internal control have been 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 31 December 2016.

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.

Most important risks are updated annually by the Management Board and presented to the Supervisory Board.

Matters related to compliance are being reported to the Supervisory Board's Audit Committee in following areas: ethics, general compliance with laws and regulations, anti- fraud, security and anti-corruption. Activities of the Compliance Management function, the results of planned inspections, as well as the results of inspections initiated by notification of irregularities (whistle-blowing) are monitoring on the basis of reports submitted periodically. Applied actions and mechanisms are ensuring the effectiveness of the Group's compliance function.

The internal audit function, ensures objective and independent assessment of the adequacy, effectiveness and quality of the Group's internal controls. The internal audit works in accordance with a charter approved by the Audit Committee, which also reviews annual internal audit program and analyses the Orange Polska's Internal Audit reports.

VII. ASSESSMENT OF THE COMPLIANCE WITH DISCLOSURE OBLIGATIONS

This section contains the Supervisory Board assessment of the Company's performance of the obligations concerning compliance with the corporate governance principles defined in the Exchange Rules and the regulations on current and periodic reports published by issuers of securities in 2016 in accordance with the recommendation no. II.Z.10.3 of the Code of Best Practices for WSE Listed Companies 2016.

Orange Polska as an issuer of shares admitted to trading on a regulated market is obliged to follow the rules of "Best Practices of WSE listed companies 2016". Orange Polska accomplished its information duties related to the application of corporate governance which were defined in the WSE Regulations and as well in the decree of the Minister of Finance dated 19 February 2009 concerning the current and periodic information which are passed by issuers of securities and concerning conditions of the consideration as equal of the information required by the law of a state which is not a member.

The rules concerning the transfer of current reports concerning the application of the detailed rules of the Corporate Governance are defined by the Resolution of the WSE Board (n 1309/2015) dated 1712.2005. According to the WSE regulations when the given rule is not applied in a constant way or is broken incidentally, the Company is obliged to publish on its web site a report in the analogical way as it is applied for a transfer of current reports. Reports concerning the application of detailed rules of the corporate governance are passed by mean of EBI (Electronic Basis of Information). The decree of the Minister of Finance dated 19 February 2009 defines which information should be mentioned in the declaration on the application of the Corporate Governance constituting a separate part of the Management Board report about the activity of the Company.

The Supervisory Board analyzed the declaration about the application of the Corporate Governance included in the Management Board report about the activity of Orange Polska S.A. and the Orange Group in 2016. This declaration defines in a detailed way the issues concerning the Corporate Governance and contains the information from the decree of the Minister of Finance dated 19 February 2009 on the current and periodic information passed by issuers of securities and on conditions of the consideration as equal of the information required by the law of a state which is not a member.

In the above mentioned declaration the Management Board informed about the non-application of the recommendation IV.R.2 "Best Practices of WSE listed companies 2016" referring to the providing

the shareholders with the possibility of using the electronic communication during the general assembly meeting

Orange Polska assures the transmission on-line of the session in the real time, but the two side communication is not provided, nor the possibility of voting in another location than this, in which the session of General Assembly takes place. Taking into account legal risks, the Management Board justifies the non-application of this rule by the legal risks related to such a communication.

Apart from the non-application of the above-mentioned recommendations, the Supervisory Board welcomes that the Company complies with all the rules of "Best Practice", including those introduced last year.

Orange Poland in accordance with the principle I.Z. 1. of "Best Practices" runs a website in Polish and English, on which publishes all provided by law and best practice documents and information, including information on the application in the Company of principles and recommendations contained in the "Best Practice of GPW Listed Companies 2016".

3 July 2016 the Directive of the European Parliament and the European Council on market abuse regulation ("MAR") was introduced and, therefore, was revised the Regulation of the Minister of Finance on the current and periodic information published by issuers of securities in terms of the recognition of confidential information as the price-generating information. The Supervisory Board assessed positively the adjustment of the Company's information policy to the changed requirements and the compliance of disclosure obligations.

In the Supervisory Board' opinion, the information provided by Orange Polska is in line with the requirements and honestly follows the rules of the Corporate Governance and the Company duly fulfils the disclosure obligations relating to the application of Corporate Governance principles set out in the Warsaw Stock Exchange Rules and regulations on current and periodic information.

VIII. ASSESSMENT OF THE RATIONALITY OF THE SPONSORSHIP AND CHARITY POLICY

This section contains the Supervisory Board assessment of the rationality of the Group's sponsorship and charity policy in 2016 in accordance with the recommendation no. II.Z10.4 of the Code of Best Practices for WSE Listed Companies 2016.

The Supervisory Board states that the sponsoring strategy led by the Company and focused on three main areas supporting the brand (which are music, movies and sport) brings the appropriate financial and marketing efficiency. According to the adopted strategy, in these three areas Orange Polska creates complex long term projects on the territory of the whole Poland addressed to the most extensive group of its clients (present and potential) in which OPL plays a part of a titular sponsor. The involvement of Orange Polska is long term and multiple.

The Supervisory Board appreciates the charity activity led by Orange Polska in both forms – this led by the Orange Foundation (created by the Company) and the other led by the Fund of Donations. The Foundation acts for the modern education of children and youths and carries out common authors educational and social programs which support their intensive development.

REPORT
on the 2016 activities of
the Audit Committee
of the Orange Polska S.A. Supervisory Board

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

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

Composition

In 2016, the AC was composed of the following persons:

Chairman: Mr. Russ Houlden ("Independent Director")

Members: until 30 June 2016 Ms. Marie-Christine Lambert
from 13 July 2016 Mr. Federico Colom Artola
Dr. Maria Pasło-Wiśniewska ("Independent Director")
Mr. Marc Ricau

The Secretary of the AC was Ms. Jolanta Tropaczyńska. During her maternity leave from 1 April to 2 November 2016 Mr. Tadeusz Kurdziel was acting as the Secretary of the AC.

Chief Executive Officer (Mr. Bruno Duthoit until 30 April 2016 and Mr. Jean-François Fallacher from 1 May 2016) and Chief Financial Officer (Mr. Maciej Nowohoński), as well as Internal Audit Director (Mr. Jacek Chaber) attended all meetings of the AC. Other members of the Management Board, Executive Directors and other managers and invited guests attended the meetings when appropriate. The AC meetings were also attended, when appropriate, by representatives of the Company's external auditor, Ernst & Young.

Functions of the Committee

The key functions of the Audit Committee are specified in its Terms of Reference attached to the Regulations of the Supervisory Board and include but are not limited to (i) monitoring the integrity of the financial information reported externally, (ii) reviewing the Group's internal control and risk management systems, (iii) reviewing plans for internal audit and their reports, (iv) reviewing and giving opinions on significant transactions with related parties, (v) monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit and monitoring the auditors' work.

Activity in 2016

The Audit Committee held 7 regular meetings in 2016. The AC performed in particular the following activities:

- 1) Review of the Group's 2017 budget and addressing recommendations on it to the Supervisory Board;
- 2) Review of the Company's and Group's quarterly and annual financial statements, review of the accounting policies and approaches, and in particular quarterly consideration of all accounting issues, one-offs, estimates and judgments, e.g.:
 - a) Impairment of assets including goodwill. The Audit Committee reviewed the key assumptions used to determine recoverable amounts such as cash flow projections, discount rates, growth rate to perpetuity as well as periodically assessing whether changes in any of the key assumptions suggest the need to request the impairment test.
 - b) Revenue recognition. The Audit Committee reviewed the accounting approach to significant one-off transactions or new streams of revenue in the current period or anticipated for next periods, including judgements made in allocation of revenue between each separable component of a multiple-element arrangement and recognition of revenue on a net versus gross basis as well as of the application of the IFRS revenue recognition rules; particular attention was paid to those aspects where judgment is required.
 - c) Useful lives of tangible and intangible assets and their valuation. The Audit Committee reviewed assumptions used to determine useful lives of fixed assets and the method of depreciation and amortisation as well as the valuation methodology.
 - d) Provisions for legal, tax and regulatory cases, dismantling provisions and actuarial provisions.
 - e) Fair value of derivatives and other financial instruments. The Audit Committee reviewed assumptions underlying the measurement of fair values of derivatives and other financial instruments.
 - f) Deferred tax. The Audit Committee reviewed assumptions underlying the recognition and measurement of deferred tax assets.
 - g) Changes in accounting standards. The Audit Committee reviewed the impact of the new accounting regulations on OPL's accounts.

After appropriate challenge and, where appropriate, adjustment the Audit Committee concurred with the Management Board's conclusions.

- 3) Review of the improvement of non-GAAP measures disclosure in line with ESMA guidelines effective from 3 July 2016;
- 4) Review of reserves available for distribution as dividends and their reconciliation to retained earnings;
- 5) Monitoring the accounting standards evolution and expected relevant changes in the legislation including review of the progress of Management's implementation of IFRS 15 (Revenue) and preparation for the implementation of IFRS 16 (Leasing) and IFRS 9 (Financial Instruments);
- 6) Review of the prior year performance of the external auditor and recommending to the Supervisory Board on the selection of 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 Ernst & Young Audyt Polska Spółka z ograniczoną odpowiedzialnością

Spółka komandytowa to the audit of the Company and the Group for the financial year 2016 and to review half-yearly financial statements for the period of six months ended June 30, 2016.;

- 7) Review of the scope and the results of the external audit, independence and objectivity (including scepticism) of the auditors and reporting 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 2016, including the materiality level set for audit testing, in the light of the Group's present circumstances and changes in accounting and auditing standards. The Committee has also 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;
- 8) Review of 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;
- 9) Review of the annual plan of Internal Audit, its budget and progress reports, as well as monitoring 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 and reviewed the independence of Internal Audit. The Committee was also provided with an annual follow-up report confirming the 2016-2019 certification of Internal Audit activities by Institut Français de l'Audit et du Contrôle Interne (IFACI);
- 10) Review of the Company's compliance system in the following areas: overall compliance with laws and regulations; ethics, anti-fraud; security; anti-corruption. The Committee monitored the operations of the Group's Ethics Committee and of the Group's Compliance office, as well as the results of investigations initiated by whistle-blowing;
- 11) Review of and opinions on significant transactions with related parties as defined by the corporate rules, in particular regarding the financing arrangements with the Orange Group (and the operation thereof); in line with internal regulations and best practices of corporate governance, the independent members of the Committee played the leading role in these considerations;
- 12) Issuing opinions on other matters referred to the Committee by the Supervisory Board and/or the Management Board;
- 13) Review of other matters of interest to the Committee, including but not limited to revenue assurance, hedging and insurance, preparation for implementation of new integrated reporting, due diligence process of the evaluation of the Company's contracting counterparties and other;
- 14) The Audit Committee 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.

Russ Houlden
Chairman of the Audit Committee of the Supervisory Board

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-Wisniewska ("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. RemCo 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 Roziucki

Chairman of the Remuneration Committee

REPORT
**from the activities of the Strategy Committee
of the Supervisory Board of Orange Polska S.A. in 2016**

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 2016:

Chairman:

Gervais Pellissier

Members:

Dr. Henryka Bochniarz ("Independent Director")
Jean-Marie Culpin – from 12 April 2016
Eric Debroeck
Dr. Mirosław Gronicki ("Independent Director") – until 12 April 2016
Prof. Michał Kleiber ("Independent Director") – from 12 April 2016
Patrice Lambert de Diesbach – from 13 July 2016
Dr. Maria Pasło-Wiśniewska ("Independent Director")
Gérard Ries – until 7 April 2016

Permanent guests:

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

Activities in 2016:

In 2016 the Strategy Committee held three ordinary meetings.

Throughout the year the activities of the Strategy Committee concentrated primarily on analyzing the implementation of key strategic directions set out in the new strategic plan of Orange Polska including the FTTH investment plan.

Additionally, the Committee focused on supporting the Management in several other key areas, including:

- revision of Customer care strategy, CSR strategy and factors determining OPL's valuation;
- external vision on potential market consolidation moves, with development of convergent offers on the market as a key element as well as alternative scenarios for OPL FTTH network development that would accelerate the deployment of FTTH;
- OPL involvement in government subsidized program for VHBB development in non-economical areas, OPL approach to TV content and all IP program revision.

The members of the Management Board actively participated in the works of the Committee, whenever appropriate.

Gervais Pellissier

Chairman of the Strategy Committee

resolution no. 8/17

of Orange Polska S.A. Management Board

of 13.02.2017

on the Management Board's motion on distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year

In connection with the takeover of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. by Orange Polska S.A. in the mode of art. 492 § 1 point 1 and art. 494 § 1 of the commercial companies code the following resolution is hereby adopted:

§ 1

Orange Polska S.A. Management Board adopts the following motion on distribution of net profit for 9 month of the 2016 financial year:

1. net profit of TP Invest sp. z o.o. amounting to PLN 25,772,524.92 (in words: PLN twenty five million seven hundred and seventy two thousand five hundred and twenty four 92/100),
2. net profit of Orange Customer Service sp. z o.o. amounting to PLN 30,465,542.52 (in words: PLN thirty million four hundred and sixty five thousand five hundred and forty two 52/100)

shall be allocated to reserve capital.

§ 2

Allocated to the reserve capital amount of PLN 56,238,067.44 (in words: PLN fifty six million two hundred and thirty eight thousand sixty seven 44/100), referred to in § 1 may be distributed as a dividend.

§ 3

1. Orange Polska S.A. Management Board requests the Annual General Meeting to allocate TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of 2016, referred to in § 1 to reserve capital.of the
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the motion, referred to in § 1 for appraisal.
3. Draft resolution of the Annual General Meeting has been included in attachment 1 to hereby resolution.

§ 4

The reasons of the motion have been included in attachment 2 to hereby resolution.

§ 5

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

resolution no. 14/17

of the Supervisory Board
of Orange Polska S.A.

dated 16 March 2017

on distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit

In connection with the takeover of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. by Orange Polska S.A. in the mode of art. 492 § 1 point 1 and art. 494 § 1 of the commercial companies code the following is resolved:

§ 1

The Supervisory Board expresses a positive opinion on the motion of the Management Board expressed in the resolution no. 8/17 dated 13 February 2017 on a motion to the General Assembly to adopt resolution on distribution of net profit for 9 month of the 2016 financial year.

§ 2

The resolution shall enter into force upon adoption.

1. Maciej Witucki
2. Gervais Pellissier
3. Marc Ricau
4. Henryka Bochniarz
5. Federico Colom Artola
6. Jean-Marie Culpin
7. Eric Debroeck
8. Ramon Fernandez
9. Russ Houlden
10. Michał Kleiber
11. Patrice Lambert de Diesbach
12. Maria Paśło-Wiśniewska
13. Wiesław Rozłucki
14. Valérie Théron

point 6.

of the meeting agenda

Adoption of the following resolutions concerning:

- a) approval of the Management Board's Report on the activity of Orange Polska S.A. in the 2016 financial year,
- b) approval of Orange Polska S.A. financial statements for the 2016 financial year,
- c) covering the Company's net loss for the 2016 financial year,
- d) distribution of the Orange Polska S.A. profit from the previous years,
- e) approval of the Management Board's Report on the activity of Orange Polska Group in the 2016 financial year,
- f) approval of the consolidated financial statements for the 2016 financial year,
- g) granting approval of performance of their duties as members of Orange Polska S.A governing bodies in the financial year 2016,
- h) distribution of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year,
- i) granting approval of performance of their duties as members of TP Invest sp. z o.o. governing bodies in the 2016 financial year,
- j) granting approval of performance of their duties as members of Orange Customer Services sp. z o.o. governing bodies in the 2016 financial year,

Attachment no. 2 to the resolution no. 3/17
of Orange Polska S.A. Management Board
dated 13.02.2017

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated

on approval of the Management Board's report on the Orange Polska S.A. activity in 2016

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 S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Management Board's report on the Orange Polska S.A. activity in 2016.

§ 2

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

Attachment no. 3 to the resolution no. 3/17
of Orange Polska S.A. Management Board
dated 13.02.2017

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated

on approval of the Orange Polska S.A. IFRS financial statements for 2016

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 the Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Orange Polska S.A. IFRS financial statements for 2016 that include:

- 1) balance sheet as at 31.12.2016, with the balance sheet total of PLN 22,390 million (in words: PLN twenty two billion three hundred and ninety million),
- 2) profit and loss account for 2016 showing a net loss of PLN 1,762 million (in words: PLN one billion seven hundred and sixty two million),
- 3) change in equity for 2016 showing a decrease in equity by PLN 1,842 million (in words: PLN one billion eight hundred and forty two million),
- 4) cash flow account showing an increase in net cash and cash equivalents by PLN 5 million (in words: PLN five million),
- 5) notes to the financial statements.

§ 2

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

Attachment to the resolution no. 4/17
of Orange Polska S.A. Management Board
on 13.02.2017

resolution no...
of the Annual General Meeting
of Orange Polska S.A.

dated

on covering Orange Polska S.A. net loss for the 2016 financial year

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 loss of Orange Polska S.A. for the 2016 financial year of PLN 1,761,202,944.13 (in words: PLN one billion seven hundred and sixty one million two hundred and two thousand nine hundred and forty four 13/100) shall be covered in a following way:

1. from reserve capital established in accordance with § 31 item 3 of Articles of Association, the net loss shall be covered in the amount of PLN 476,215,285.10 (in words: PLN four hundred and seventy six million two hundred and fifteen thousand two hundred and eighty five zlotys 10/100),
2. from supplementary capital, the net loss shall be covered in the amount of PLN 1,284,987,659.03 (in words: PLN one billion two hundred and eighty four million nine hundred and eighty seven thousand six hundred and fifty nine 03/100).

§ 2

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

TRANSLATION

Attachment no 1 to the resolution no. 6/17
of Orange Polska S.A. Management Board
dated 13.02.2017

resolution no ... of the Annual General Meeting of Orange Polska S.A.

dated.....

on distribution of the Orange Polska S.A. profit from previous years

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 profit from previous years of Orange Polska S.A. disclosed in the Company's Financial Statements for the 2016 financial year of PLN 32,503,549.86 (in words: PLN thirty two million five hundred and three thousand five hundred and forty nine 86/100) shall be allocated to the reserve capital.

§ 2

Allocated to the reserve capital amount of PLN 32,503,549.86 (in words: PLN thirty two million five hundred and three thousand five hundred and forty nine 86/100), referred to in § 1 may be distributed as a dividend.

§ 3

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

Attachment no. 2 to the resolution no. 7 /17
of Orange Polska S.A. Management Board
dated 13.02.2017

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated

on approval of the Management Board report on the activity of Orange Polska Group in the 2016 financial year

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 Annual General Meeting approves the Management Board report on the activity of Orange Polska Group in the 2016 financial year.

§ 2

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

Attachment no. 3 to the resolution no. 7/17
of Orange Polska S.A. Management Board
dated 13.02.2017

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated

on approval of the IFRS consolidated financial statements for 2016

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 Annual General Meeting approves the Orange Polska Group IFRS consolidated financial statements for 2016, that include:

- 1) consolidated balance sheet as at 31.12.2016, showing the balance sheet total of PLN 22,588 million (in words: PLN twenty two billion five hundred and eighty eight million),
- 2) consolidated profit and loss account for 2016 showing consolidated a net loss after taxation of PLN 1,746 million (in words: PLN one billion seven hundred and forty six million), including a net loss attributable to equity holders of Orange Polska S.A. of PLN 1,746 million (in words: PLN one billion seven hundred and forty six million),
- 3) changes in total consolidated equity for 2016 showing a decrease in total consolidated equity by PLN 1,968 million (in words: PLN one billion nine hundred and sixty eight million), including a decrease of equity attributable to equity holders of Orange Polska S.A. by PLN 1,968 million (in words: PLN one billion nine hundred and sixty eight million),
- 4) consolidated cash flow statement showing a decrease in net cash and cash equivalents by PLN 4 million (in words: PLN four million),
- 5) notes to consolidated financial statements.

§ 2

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

**List of persons performing the functions of Orange Polska S.A. Management Board's members
in the financial year 2016**

1. Bruno Duthoit	- President	(until 30 April 2016)
2. Jean-François Fallacher	- President	(since 01 May 2016)
3. Mariusz Gaca	- Vice President	
4. Piotr Muszyński	- Vice President	
5. Jolanta Dudek	- Board Member	
6. Jacek Kowalski	- Board Member	
7. Bożena Leśniewska	- Board Member	
8. Maciej Nowohoński	- Board Member	
9. Michał Paschalis-Jakubowicz	- Board Member	(until 4 July 2016)

**List of persons performing the functions of Orange Polska S.A. Supervisory Board's members
in the financial year 2016**

1. Maciej Witucki	- Chairman	
2. prof. Andrzej K. Koźmiński	- Deputy Chairman	(until 12 April 2016)
3. Gervais Pellissier	- Deputy Chairman	
4. Marc Ricau	- Secretary	
5. Federico Colom Artola	- Board Member	(since 13 July 2016)
6. dr Henryka Bochniarz	- Board Member	
7. Jean-Marie Culpin	- Board Member	
8. Patrice Lambert de Diesbach	- Board Member	(since 13 July 2016)
9. Eric Debroeck	- Board Member	
10. Ramon Fernandez	- Board Member	
11. dr Mirosław Gronicki	- Board Member	(until 12 April 2016)
12. Russ Houlden	- Board Member	
13. prof. Michał Kleiber	- Board Member	(since 12 April 2016)
14. Marie-Christine Lambert	- Board Member	(until 30 June 2016)
15. Maria Pasło-Wiśniewska	- Board Member	
16. Gérard Ries	- Board Member	(until 7 April 2016)
17. dr Wiesław Rozłucki	- Board Member	
18. Valérie Thérond	- Board Member	

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

on granting approval of the performance of duties of the Management Board's President/member of Orange Polska S.A.

Pursuant to article 393 point 1 and article 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 the President / a member of the Orange Polska S.A. Management Board in financial year 2016 is granted.

§ 2

The resolution enters into force upon adoption.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

on granting approval of the performance of duties of the Supervisory Board member of Orange Polska S.A.

Pursuant to article 393 point 1 and article 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 2016 is granted.

§ 2

The resolution enters into force upon adoption.

TRANSLATION

Attachment no 1 to the resolution no. 8/17
of Orange Polska S.A. Management Board
dated 13.02.2017

resolution no ... of the Annual General Meeting of Orange Polska S.A.

dated.....

on distribution of the TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. net profit for 9 months of the 2016 financial year.

In connection with the takeover of TP Invest sp. z o.o. and Orange Customer Service sp. z o.o. by Orange Polska S.A. in the mode of art. 492 § 1 point 1 and art. 494 § 1 of the commercial companies code, the following resolution is hereby adopted:

§ 1

The net profit for 9 month of the 2016 financial year of:

1. TP Invest sp. z o.o. amounting to PLN 25,772,524.92 (in words: PLN twenty five million seven hundred and seventy two thousand five hundred and twenty four 92/100),
2. Orange Customer Service sp. z o.o. amounting to PLN 30,465,542.52 (in words: PLN thirty million four hundred and sixty five thousand five hundred and forty two 52/100)

shall be allocated to the reserve capital.

§ 2

Allocated to the reserve capital amount of PLN 56,238,067.44 (in words: PLN fifty six million two hundred and thirty eight thousand sixty seven 44/100), referred to in § 1 may be distributed as a dividend.

§ 3

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

List of persons performing the functions of Orange Customer Service Sp. z o.o. Board's members
in the financial year 2016

- | | |
|----------------------|-------------|
| 1. Jolanta Dudek | - President |
| 2. Tomasz Dreslerski | - Member |
| 3. Adam Wrzosek | - Member |

List of persons performing the functions of TP Invest Sp. z o. o. Board's members
in the financial year 2016

- | | |
|----------------------|-------------|
| 1. Maciej Nowohoński | - President |
| 2. Jowita Bukowińska | - Member |

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

on granting approval of the performance of duties of the Management Board's President/member of TP Invest sp. z o.o.

Pursuant to article 393 point 1 and article 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 the President / a member of the TP Invest sp. z o.o. Management Board in financial year 2016 is granted.

§ 2

The resolution enters into force upon adoption.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

on granting approval of the performance of duties of the Management Board's President/member of Orange Customer Service sp. z o.o.

Pursuant to article 393 point 1 and article 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 the President / a member of the Orange Customer Service sp. z o.o. Management Board in financial year 2016 is granted.

§ 2

The resolution enters into force upon adoption.

point 7.

of the meeting agenda

Adoption of the resolution concerning the amendments to the Regulations of the General Meeting.

TRANSLATION

resolution no. 14/17

of Orange Polska S.A. Management Board

dated 14.03.2017

on a motion to the Annual General Meeting to adopt a resolution on amendments to the Regulations of the General Meeting.

§ 1

Orange Polska S.A. Management Board decides to table a motion to the Annual General Meeting for adoption of the resolution on amendments to the Regulations of the General Meeting.

§ 2

Orange Polska S.A. Management Board decides to table the motions, referred to in § 1 to the Supervisory Board for its opinion in accordance with § 23 clause 2 item 7 of Orange Polska S.A. Articles of Association.

§ 3

Draft resolution of the Annual General Meeting, referred to in § 1 constitutes Attachment to hereby resolution.

§ 4

The resolution shall become effective on the day it has been adopted.

resolution no. 15/17

**of the Supervisory Board
of Orange Polska S.A.**

dated 16 March 2017

on amendments to the Regulations of the General Assembly

Pursuant to § 23 clause 2 item 7 of the Company's Articles of Association, the following is resolved

§ 1

The Supervisory Board expresses a positive opinion on the motion of the Management Board to the General Assembly, expressed in the resolution no. 14/17 dated 14 March 2017, to adopt a resolution on amending the Regulations of the General Assembly.

§ 2

The resolution shall enter into force upon adoption.

1. Maciej Witucki
2. Gervais Pellissier
3. Marc Ricau
4. Henryka Bochniarz
5. Federico Colom Artola
6. Jean-Marie Culpin
7. Eric Debroeck
8. Ramon Fernandez
9. Russ Houlden
10. Michał Kleiber
11. Patrice Lambert de Diesbach
12. Maria Paśo-Wiśniewska
13. Wiesław Rozłucki
14. Valérie Thérond

Attachment to the resolution no. 14/17
of Orange Polska S.A. Management Board
dated 14.03.2017

resolution no. ...

of the Annual General Meeting
of Orange Polska S.A.

Dated

on amendment of the Regulations of the General Meeting.

Pursuant to § 18 clause 2 of Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The Regulations of the General Meeting attached to the resolution no 38 of the Annual General Meeting of Orange Polska S.A. dated 23 April 2003 (as amended), shall be amended as follows:

1) § 8 adopts following wording:

„After the Chairman of General Meeting has been elected and the attendance list has been signed the Chairman of General Meeting shall state that the Meeting has been properly convened and is capable to adopt resolutions and shall present the agenda”,

2) the section “V. Election of Scrutiny Commission” is deleted,

3) the current sections VI –X, shall be numbered V-IX and the current § 10- 25 shall be numbered § 9- 24 accordingly.

§ 2

The uniform text of the Regulations of the General Meeting of Orange Polska S.A. is hereby amended by the attachment to the following resolution.

§ 3

1. The amendments to the Regulations of the Orange Polska S.A. General Meeting shall become effective as of the next General Meeting of Orange Polska S.A.
2. The resolution shall come into force on the day of its adoption.

REGULATIONS
OF THE GENERAL MEETING
OF ORANGE POLSKA S.A.

- uniform text -

I. General Provisions

§ 1

The General Meeting shall be convened and conducted in the procedure and on the terms stipulated by the Code of Commercial Partnerships, Companies, the Company's Articles of Association and these Regulations.

§ 2

1. The General Meeting shall be convened by an announcement to be made on the Company's web page and by means of current report 26 days prior to the General Meeting.
2. The following persons may take part in the General Meeting:
 - 1) persons that are shareholders of the Company 16 days prior to the General Meeting (the record date) whose right to participate in the General Meeting was determined by the Company on a basis of the list of entitled persons created and submitted by an entity managing the depository of securities;
 - 2) Members of the Management Board and of the Supervisory Board.
3. The Management Board may invite guests and experts to take part in the General Meeting as observers.

§ 3

1. The shareholders may take part in the General Meeting and exercise the right of vote in person or by proxy holder (other representatives).
2. The power of attorney should be given in writing or by means electronic means.
3. Appointment of a proxy holder by electronic means shall be notified to the Company on pełnomocnictwo.wza@orange.com not later than 3 days before the General Meeting. The notification shall be attached by a scan of granted proxy.
4. The proxy, referred to in clause 3 shall be granted by means of a form available at www.orange.pl/investors.
5. The notification shall be attached by scan of the identification document of the Shareholder (in case the Shareholder is a natural person) or the excerpt from the registry of the Shareholder (in case the Shareholder is not a natural person) together with the scan of the identification document(s) of person(s) authorized to represent the Shareholder who signed the power of attorney and the scan of the identification document of a proxy holder (in case the proxy holder is a natural person) or the excerpt from the registry of a proxy holder (in case the proxy holder is not a natural person). If documents, referred to in this paragraph are not in the Polish or English language, the notification shall be attached by a scan of their sworn translation into Polish.

II. Opening of Session and Election of Chairman

§ 4

The General Meeting shall be opened by the President of Supervisory Board or his deputy, and if they are not present by the President of Management Board or a person designated by the Management Board, and thereafter the Chairman shall be elected from among all those entitled to take part in the General Meeting.

§ 5

1. Every person entitled to take part in the General Meeting has the right to candidate for the Chairman of General Meeting or to put forward to the minutes one candidate for the position of the Chairman of General Meeting.
2. The candidate who has been put forward shall be entered onto a list after submitting a statement to the minutes that he consents to candidate. The list of all candidates shall be drawn up by a person who has opened the General Meeting. The list is deemed closed upon being announced.
3. If only one candidate has been put forward this candidate shall become the Chairman of General Meeting if none of those entitled to voted raises an objection thereto.

4. The Chairman of General Meeting shall be elected by voting for each candidate in turn in an alphabetical order.
5. The person who has opened the General Meeting shall safeguard the proper conduct of voting, shall announce the name of the person elected for the Chairman of General Meeting and hand over direction over the session to that person.
6. The Chairman of General Meeting shall become the candidate who has received in the voting the largest simple majority of votes cast.
7. In the event that several candidates receive equal the largest simple majority of votes cast the person who has opened the General Meeting shall order a supplementary voting. The candidate who has received the largest simple majority of votes cast shall be deemed as elected.

III. Responsibilities of the Chairman

§ 6

1. The Chairman of General Meeting shall direct the session in accordance with the agreed agenda, the law, the provisions of the Company's Articles of Association and of this Regulations.
2. The Chairman of the General Meeting ensures an efficient conduct of the meeting and observance of the rights and interests of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the meeting and should guarantee that the rights of minority shareholders are respected.
3. The responsibilities of the Chairman of General Meeting comprise in particular:
 - 1) to ensure smooth and proper conduct of the session and voting,
 - 2) to give the floor,
 - 3) to give appropriate instructions to maintain order during the session,
 - 4) to order voting, to safeguard its proper conduct and to sign documents with the results of voting,
 - 5) to ensure that all issues on the agenda have been addressed,
 - 6) to give a final decision in procedural matters and in matters relating to the course of properly convened General Meeting.

§ 7

1. Promptly after election the Chairman of General Meeting shall sign an attendance list containing the names of those participating in the General Meeting, the number of shares submitted by each of them and the number of votes they are entitled to.
2. The persons drawing the attendance list should:
 - 1) check identity of the shareholder or his attorney-in-fact (other representative) on the basis of an identity document or another credible document confirming the identity,
 - 2) check whether the shareholder is entitled to take part in the General Meeting,
 - 3) check whether the manner of shareholder's representation is correct; documents stating the right of representation (powers of attorney, extracts from appropriate registers, etc.) shall be enclosed to the minutes of General Meeting,
 - 4) obtain the signature of the shareholder or his attorney-in-fact (other representative) on the attendance list,
 - 5) issue to the shareholder or his attorney-in-fact (other representative) an appropriate magnetic card for voting or another document to be used for voting.
3. The attendance list shall be drawn up by person designated for that purpose by the Management Board.
4. Appeals relating to the entitlement to take part in the General Meeting shall be addressed to the Chairman of General Meeting.
5. The attendance list should be exposed all the time during the continuance of the session of General Meeting until the latter is closed. The persons drawing up the attendance list are obliged to take down on an ongoing basis all changes in the attendance at the General Meeting stating also the moment when such changes have occurred.

IV. Statement that the General Meeting has been Properly Convened

§ 8

After the Chairman of General Meeting has been elected and the attendance list has been signed the Chairman of General Meeting shall state that the Meeting has been properly convened and is capable to adopt resolutions and shall present the agenda.

V. Sessions

§ 9

1. The Chairman of General Meeting does not have the right to remove the matters from the agenda or to change the sequence of the matters put on the agenda without consent of the General Meeting.
2. No resolution may be adopted in matters which have not been put on the agenda unless the whole share capital is represented at the General Meeting and none of those present has objected to the adoption of the resolution.
3. A motion to convene the Extraordinary General Meeting and motions of procedural nature may be adopted even though they have not been put on the agenda.
4. Each Shareholder may during the Extraordinary General Meeting table draft resolutions regarding the matters put on the agenda. The draft resolutions shall be presented in Polish

§ 10

1. After each subsequent matter on the agenda has been presented the Chairman of General Meeting shall open a discussion giving floor to speakers in the sequence in which they have submitted their willingness to speak. Upon the consent of the General Meeting several points from the agenda may be discussed jointly.
2. The Chairman of General Meeting may give floor to Management Board members and Supervisory Board members without paying attention to the sequence.
3. The Chairman of General Meeting may order that willingness to take part in discussion be submitted in writing giving name and surname of the person, and in the event of attorneys-in-fact (other representatives) of shareholders giving also the name and surname or business name of the principal.
4. If there are many persons declaring their willingness to take part in the discussion over a given point on the agenda the Chairman of General Meeting may decide that the number of speakers be limited.

§ 11

1. The participants may rise to speak only in the matters which have been put on the agenda and are considered at the moment.
2. When every point on the agenda is considered each shareholder has the right to one speech of 5 minutes and a reply of 5 minutes.
3. The Chairman of General Meeting has the right to reprimand a speaker who diverts from the subject matter of the discussion or exceeds the agreed time as stipulated by sec. 2. The Chairman of General Meeting may order that the speakers who do not comply with his reprimand leave the floor.
4. Each speech in the discussion over a particular draft resolution should be finished with an explicitly expressed standpoint whether the speaker is for or against this draft resolution.

§ 12

Each shareholder has the right to ask questions in every matter on the agenda.

§ 13

The shareholder has the right to object against a decision of the Chairman of General Meeting. The General Meeting shall decide in a resolution whether the decision of the Chairman be upheld or reversed.

§ 14

1. Shareholder who motions for the inclusion of an issue on the agenda of the General Meeting, including a motion to take an issue off the agenda, shall provide grounds enabling an informed decision on the resolution.
2. Every shareholder has the right to suggest amendments and supplements to draft resolutions, which are covered by the agenda of General Meeting, by the time of closing the discussion over the point on the agenda referring to the draft resolution with which the suggestion is concerned.
3. The suggestions referred to above under 2, along with short justification should be submitted to the hands of the Chairman of General Meeting in writing, separately for each draft resolution, giving the name and surname (business name) of the shareholder or his attorney-in-fact (other representative).

§ 15

The Chairman of General Meeting has the right to give the floor to invited guests and experts.

§ 16

1. In procedural matters the Chairman of General Meeting may give the floor to speakers without paying attention to the sequence. A motion in a procedural matter may be put forward by every person entitled to take part in General Meeting.
2. As motions in procedural matters shall be treated motions relating to the manner of discussing and voting, and in particular to:
 - 1) limitation, adjourning or closing the discussion,
 - 2) closing the list of candidates for Chairman of General Meeting,
 - 3) closing the list of speakers,
 - 4) limitation of speech duration,
 - 5) manner of directing the session,
 - 6) ordering a recess in the session,
 - 7) sequence in which the motions are to be adopted.
3. Discussion over the motions in procedural matters should be opened directly after the motions have been put forward.
4. The Chairman of General Meeting may finish the discussion and order voting on the motion in the procedural matter.

VI. Adoption of Resolutions

§ 17

Subject to situations set forth in the Code of Commercial Partnerships and Companies and in the Company's Articles of Association resolutions of the General Meeting shall be adopted by a simple majority of votes cast.

§ 18

1. The shareholder may not vote, either in person or by a proxy holder (other representative) on resolutions relating to his liability to the Company, for whatever reasons, including granting him vote of acceptance, releasing him from an obligation towards the Company or dispute between him and the Company.
2. The shareholder who votes as a proxy holder of other person on resolutions, referred to in clause 1 shall vote in accordance with voting instructions issued by the shareholder.

§ 19

1. Subject to sec. 2 voting shall be open.
2. Voting by secret ballot shall be ordered:
 - 1) during election of and on motions for revoking members of Company authorities or receivers,
 - 2) on motions for holding liable members of Company authorities or receivers,

- 3) in personal matters,
- 4) if at least one of the shareholders present or represented at the General Meeting demands so.

§ 20

1. After closing discussion on each point on the agenda and before the voting is commenced the Chairman of General Meeting announces which motions have been put forward and determines the sequence in which they shall be voted on. Voting on motions is made in the sequence in which the motions have been put forward.
2. Voting may be made with the help of cards for voting or a computer system for casting and counting the votes which ensures that the quantity of votes cast conforms to the number of held shares as well as eliminates, if voting is by secret ballot, the possibility to identify how individual shareholders have voted.
3. Before voting is commenced the Chairman of General Meeting or a person designated by him shall provide detailed instructions relating to the manner in which voting will be conducted.

VII. Election of Supervisory Board Members

§ 21

1. Candidates for Supervisory Board members shall be put forward to the minutes orally along with a justification.
2. The suggested candidate for a Supervisory Board member shall be entered onto a list after giving a statement to the minutes, in writing or orally, that he consents to candidate.
3. The list of suggested candidates for Supervisory Board members shall be drawn up by the Chairman of General Meeting in an alphabetical order. The list is deemed as closed upon having been announced.

§ 22

1. Supervisory Board members are elected by voting for each candidate in turn in an alphabetical order.
2. The candidates who have received the largest simple majority of votes cast shall be deemed as elected for Supervisory Board members, bearing in mind the number of Supervisory Board members as stipulated by the Company's Articles of Association.

VIII. Election of Supervisory Board Members by Voting in Separate Groups

§ 23

1. Upon the motion of shareholders representing at least one fifth of the share capital the Supervisory Board should be elected on the forthcoming General Meeting by voting in separate groups, even if the Company's Articles of Association provide for another manner of appointing the Supervisory Board.
2. The motion for electing Supervisory Board members by voting in separate groups shall be submitted to the Management Board in writing within a time limit which enables placing on the agenda of the General Meeting the election of Supervisory Board members by voting in separate groups.
3. The election of Supervisory Board members by voting in separate groups shall be provided for in the agenda presented in the announcement that the General Meeting is to be convened.
4. Groups of shareholders shall be created for the purpose of electing Supervisory Board members. It is allowed to create so many groups how many places are available to be filled in the Supervisory Board. The part of Supervisory Board which is appointed by an entity (entities) provided for in a separate statutory act shall not be taken into account.
5. The minimum of shares required in order to create a group is determined by dividing the number of shares represented on the General Meeting by the number of places in the Supervisory Board which remain to be filled.

6. A group of shareholders has the right to elect so many Supervisory Board members how many times the number of shares represented by the group exceeds the minimum referred to in clause 5.
7. The surplus number of shares in a given group which exceeds the minimum, or the multiplicity of the minimum, referred to in clause 5 does not entitle the group to elect one more Supervisory Board member.
8. A simple majority of votes cast shall decide about the election of a Supervisory Board member within one group.
9. A shareholder may belong to only one voting group.
10. A resolution about electing Supervisory Board member(s) by a given group shall be recorded by a notary.

IX. Final Provisions

§ 24

1. After all points on the agenda have been addressed the Chairman of General Meeting shall announce that the Meeting is closed.
2. To the matters not regulated by these Regulations the provisions of the Code of Commercial Partnerships and Companies and the provisions of the Company's Articles of Association shall apply.

point 8.

of the meeting agenda

Changes in the Supervisory Board's composition

**Warsaw Stock Exchanges
Report 1-2017 EBI
Orange Polska S.A.
Warsaw 17 March 2017**

Candidates to the Supervisory Board of Orange Polska S.A. to be discussed during the Annual General Assembly on 19 April 2017

Due to the fact that four Orange Polska S.A. Supervisory Board members' mandates would expire at the Annual General Assembly of Orange Polska S.A. scheduled for April 19, 2017, Orange SA informed Orange Polska S.A. that it intends to propose the following four persons as candidates for Orange Polska S.A. Supervisory Board Members at the Assembly for the new terms of office:

- Mr. John Russell Houlden (Russ Houlden),
- Mr. Federico Colom Artola,
- Ms. Valérie Thérond,
- Mr. Patrice Lambert-de Diesbach

Resume of the candidates:

John Russell Houlden (Russ Houlden), born in 1959, has a first class honours degree from Warwick Business School and has completed executive programmes at INSEAD, Stanford and London Business School. He is a Fellow of the Chartered Institute of Management Accountants, a Chartered Global Management Accountant, a Fellow of the Association of Corporate Treasurers and has been recognised as NW Finance Director of the Year in 2013 and 2014, Joint Winner of "Excellence in Reporting" in the Building Public Trust Awards 2015 and Winner of "Communicating Integrated Thinking" in the Finance For The Future Awards 2016.

From 1980 to 1991 he progressed through a variety of financial roles in ICI and Spicer & Oppenheim (now part of Deloitte) covering audit, management consultancy, financial accounting, cost accounting, management accounting, controlling, corporate reporting, treasury management and corporate finance. From 1991 to 2002 he was Finance Director of ICI Japan (based in Tokyo), ICI Polyurethanes (based in Brussels) and BT Networks & Information Services and BT Wholesale (based in London). From 2002 to date he has been Finance Director of Lovells (a leading international law firm, now Hogan Lovells), Chief Financial Officer of Telecom New Zealand (listed on the NZX, ASX and NYSE) and Chief Financial Officer of United Utilities (listed on the FTSE).

Apart from his executive roles he has been a member of the Advisory Board of Warwick Business School, a member of the Ecosystem Markets Task Force reporting to the UK government and is currently a Main Committee member and Chairman of the Financial Reporting Committee of the 100 Group which represents the FTSE100 to the International Accounting Standards Board, Financial Reporting Council and other regulatory bodies.

Member of the Orange Polska Supervisory Board since April 10, 2014.

Federico Colom Artola, born in 1969, is Executive Vice-President & Group Financial Controller at Orange Group in Paris since July 2016.

From end of 2007 till June 2016, he was Orange Spain's CFO. In this period the company experienced an outstanding commercial and financial performance, multiplying by 2.3 times its EBITDA. Moreover, Total Telecommunications Revenue market share and EBITDA market share improved from 12% to 21% and from 4% to 16% respectively. This has allowed Orange Spain to become number 2 in the Spanish market in customer base and EBITDA during the first half of 2016, surpassing Vodafone.

In September 2014 Federico was one of the key members of the Orange team that launched a VTO over 100% of Jazztel's shares for a total consideration of € 3.4 Bn. This process concluded in June 2015 with a remarkable success, as the acceptance level reached more than 95% of the shares.

Federico has a long professional experience of more than 21 years in the telecommunications sector. Prior to joining Orange he worked in the first private telecommunications operator in Spain (Airtel) where he was one of the founding employees and held various management positions in the Administration, Finance and Customer Service areas.

Later, in Vodafone he was Financial Controller and Planning and Financial Controlling Director. During that period, the company had a strong growth of its revenue and EBITDA mobile market share from 27% to 35% and from 22% to 31% respectively.

Additionally, Federico has experience in executive positions in various local family owned small and medium entities in the Valencia Region. Among them we can highlight Montó Pinturas, where he was responsible of the transformation of its logistics and commercial operations.

Federico has a BSc in Economics (Universidad de Valencia) and a MBA (EOI/ Manchester Business School)

Member of the Orange Polska Supervisory Board since July 13, 2016.

Valérie Thérond, born in 1965, has been General Manager for Orange France in the region Auvergne Rhône Alpes since March 2016 and with the company since 2009.

In this role, she is responsible for Orange retail business, field intervention, customer service and relationships with local authorities in the region Auvergne Rhône Alpes.

Before she had been the Deputy General Secretary at Orange S.A. since 2013. In her role as the Deputy General Secretary she was responsible for sourcing & supply chain and for the coordination of the operational efficiency program (Chrysalid) at the Orange Group level, both of which responsibilities she had been assuming since April 2012. Prior to these functions, she was the Group Chief Accounting Officer.

Before joining Orange in 2009 she worked in positions of increasing responsibility and scope (also internationally, including several years in London and Hong Kong) for Andersen Consulting, Bull and Thomson, most notably in the domains of finance, sourcing, process reengineering and internal audit.

She is a graduate of the Ecole Supérieure de Commerce de Paris (ESCP Europe) where she specialised in corporate finance.

Member of the Orange Polska Supervisory Board since April 10, 2014.

Patrice Lambert-de Diesbach (born in 1956) is a graduate of SFAF (French Society of Financial Analysts), Conservatoire National des Arts et Métiers (Finance), IEP Paris (Sciences Po) and from Université Paris X Nanterre (Economics, Econometrics).

Since October 2011, Patrice Lambert - de Diesbach is Head of Investor Relations and Financial Communications at Orange. Prior to this he was Head of Investor Relations and Financial Communications at Carrefour since April 2010. He previously worked as the Head of Research at CM-CIC Securities after spending 18 years as a financial analyst covering a wide range of industrial sectors for several stock broking firms, including CM-CIC Securities, Exane BNP Paribas, UBS Warburg, Deutsche Bank and HSBC James Capel. He started his career as an auditor at Mazars and KPMG.

He is Board Member & Strategic Committee Member at Orange Belgium, Board Member at CLIFF (French Society of Investor Relations), and ex Board Member of Confrontations Europe and SFAF.

Member of the Orange Polska Supervisory Board since July 13, 2016.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 19 April 2017

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.