

*Attachment No 2
to the Supervisory Board
Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
REMUNERATION COMMITTEE**

1. General Provisions

The Orange Polska Supervisory Board's Remuneration Committee (hereinafter referred to as the Committee) is an advisory committee acting under the SVB.

2. Composition of the Committee

- 1) The Committee is established by the SVB and is composed of the SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee manages the Committee's work.
- 4) The Chairman of the Committee may invite, through a request to the Management Board as per item 5c., an independent expert (that is, an expert who is not an employee of Orange Polska S.A. or any of its affiliates) who shall be entitled to participate in the Committee's meetings and/or advise the Committee on its work.

3. Proceeding

- 1) The Remuneration Committee shall meet according to its preferences at least four times a year.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees, of the Company and other persons to the Committee meetings.
- 3) The Committee makes its decisions with an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Remuneration Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in sudden cases not later than one day before the meeting.
- 6) The Chairman of the Committee may appoint the Committee Secretary, whose task shall include, especially, preparation of the meeting agenda and organisation of distribution of documents related to the Committee meetings.

4. Tasks of the Committee

The task of the Committee is to advise the SVB and Management Board on general remuneration policy of Orange Polska Capital Group and to make recommendations on appointments to the Management Board.

The detailed Committee's tasks include:

- 1) determining the conditions of employment and remuneration of the Members of Management Board;
- 2) considering proposals made by the CEO or the SVB concerning new appointments to the Management Board; taking part in the final stage of the interviewing process and making the appropriate recommendation to the SVB about the candidates;
- 3) considering proposals made by the CEO or the SVB regarding dismissal or reports regarding resignations of any member(s) of the Management Board and making if necessary a relevant recommendation to the SVB;
- 4) giving recommendations to the SVB regarding the amounts of bonuses for the members of the Management Board;

- 5) providing an opinion on remuneration policy for most senior executives, and on the general policy for the wider Orange Polska Capital Group: in both cases having regard to the relative positioning on the market of Orange Polska Capital Group's terms of engagement and remuneration levels;
- 6) producing a report for the SVB on the activity of the Committee and assessment of remuneration policy of Orange Polska Capital Group.

5. Authorities of the Committee

The Committee shall be entitled to:

- a) investigate any activity of the Company important from the point of view of the Committee's tasks;
- b) request the Management Board of the Company to provide any information, reports and explanations if important for the activity of the Committee;
- c) request the Management Board, if required, to demand experts to develop expertise or opinions.