

*Attachment No 3  
to the Supervisory Board  
Regulations  
of Orange Polska S.A.*

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

**1. General Provisions**

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

**2. Composition of the Committee**

- 1) The Committee is established by the SVB and is composed of SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee manages the Committee's work.

**3. Proceeding**

- 1) The Strategy Committee shall meet according to its preferences at least twice 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 opinions or recommendation 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 Strategy 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 urgent cases not later than one day before the meeting.

**4. Tasks of the Committee**

The Committee is a collegial body whose role is to prepare and enlighten the work of the SVB in the following areas:

- 1) The Committee gives its opinion and recommendation to the SVB on the strategic plan(s) set up by the Management Board and any further suggestions made by the SVB to such strategic plan(s) and in particular on its main strategic options. The Strategy Committee may also provide recommendations to the SVB regarding Management's planning processes;
- 2) The Committee is consulted on all strategic projects related to the development of Orange Polska Capital Group, the monitoring of the evolution of industrial partnerships within Orange Polska Capital Group and projects involving strategic agreements for Orange Polska Capital Group. It then reports and makes recommendations on each of these projects to the SVB.

In particular, the Committee is invited to consider projects such as:

- strategic agreements, alliances, and technological and industrial cooperation agreements, including aspects of the strategic partnership between Orange Group and Orange Polska Capital Group;
- significant acquisitions and sales of assets.

The issues submitted to the Committee contain, in particular, the information necessary for assessing the risks involved in the abovementioned operations.

Given the potential impact of these risks on the Company's accounts, the Chairman of the Audit Committee is entitled to attend the Committee meetings as permanent guest.

The Chairman of the SVB is entitled to attend the Committee meetings as permanent guest.

## 5. Authorities of the Committee

- 1) 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 necessary for the activity of the Committee;
  - c) request the SVB, if required, to ask internal and/or external experts to develop expertise or opinions.
- 2) The Committee will be kept informed on a regular basis of legal and regulatory developments relating to its scope of work.

## 6. Referral to the Committee

- 1) The Committee will entertain any matter within the scope of work assigned to it by the present Terms of Reference and determines its annual schedule.
- 2) The SVB may refer any issue that is on or to be on the agenda of the SVB.
- 3) The SVB may also refer to it, at all times, any other matters within its scope of work.

When an issue on the agenda of a meeting of the SVB is referred to the Strategy Committee for recommendation, except in case of urgent matter, at the latest on the day preceding the date of such SVB meeting; its proposals, recommendations, and opinions will be transmitted to the members of the SVB before the beginning of deliberation on such issue.