

**Current report 20/2016**  
**Orange Polska S.A.**  
**15 March 2016**

Pursuant to art. 38, clause 1, item 3 of the Decree of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2009 No. 33, item 259, with amendments) the Management Board of Orange Polska S.A. ("Orange Polska", "Company") submits drafts of the resolutions to be adopted on the Ordinary Annual General Meeting to be held on April 12, 2016.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on nomination of the Chairman of the Annual General Meeting

§ 1

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

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on approval of the meeting agenda

§ 1

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

**Agenda:**

- 1) Opening of the Assembly;
- 2) Election of the Chairman;
- 3) Statement that the Assembly is valid and capable to adopt resolutions;
- 4) Adoption of the agenda;
- 5) Election of the Scrutiny Commission;
- 6) Review of:
  - a) the Management Board's Report on the activity of Orange Polska S.A. and the financial statements for the 2015 financial year,
  - b) the Management Board's motion on distribution of the Company's profit for the 2015 financial year and use of part of the financial means from the supplementary capital for distribution of the dividend,
  - c) the Supervisory Board's Report on appraisal of the Management Board's report on the activity of the Company, the financial statements for the 2015 financial year and the Management Board's motion on distribution of the Company's profit for the 2015 financial year,

- d) the Management Board's motion on offsetting of the Company's loss from previous years,
  - e) the Management Board's Report on the activity of Orange Polska Group and the consolidated financial statements for the 2015 financial year,
  - f) the Supervisory Board's Report on appraisal of the Management Board's Report on the activity of Orange Polska Group and the consolidated financial statements for the 2015 financial year,
  - g) the Report on the activity of the Supervisory Board and assessment of Orange Polska Group standing in 2015.
- 7) Adoption of the following resolutions concerning:
- 1) approval of the Management Board's Report on the activity of Orange Polska S.A. in the 2015 financial year,
  - 2) approval of Orange Polska S.A. financial statements for the 2015 financial year,
  - 3) distribution of the Company's profit for the 2015 financial year and use of part of the financial means from the supplementary capital for distribution of the dividend,
  - 4) offsetting of the Company's loss from previous years,
  - 5) approval of the Management Board's Report on the activity of Orange Polska Group in the 2015 financial year,
  - 6) approval of the consolidated financial statements for the 2015 financial year,
  - 7) granting approval of performance of their duties as members of Orange Polska S.A governing bodies in the financial year 2015,
- 8) Changes in the Supervisory Board's composition,
- 9) Closing of the Assembly.

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on nomination ..... to Scrutiny Commission.

## § 1

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

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on approval of the Management Board's report on the Orange Polska S.A. activity in 2015

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

## § 1

The General Assembly approves the Management Board's report on the Orange Polska S.A. activity in 2015.

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on approval of the Orange Polska S.A. IFRS financial statements for 2015

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 General Assembly approves the Orange Polska S.A. IFRS financial statements for 2015 that include:

- 1) balance sheet as at 31.12.2015, with the balance sheet total of PLN 23 164 million (in words: PLN twenty three billion one hundred sixty four million),
- 2) profit and loss account for 2015 showing a net profit of PLN 257 million (in words: PLN two hundred fifty seven million),
- 3) change in equity for 2015 showing a decrease in equity by PLN 420 million (in words: PLN four hundred twenty million),
- 4) cash flow account showing an increase in net cash and cash equivalents by PLN 13 million (in words: PLN thirteen million),
- 5) notes to the financial statement.

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on distribution of Orange Polska S.A. profit for the 2015 financial year and use of part of the financial means from the supplementary capital for distribution of the dividend

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

## § 1

The net profit of Orange Polska S.A. for the 2015 financial year of PLN 256,676,261.09 (in words: PLN two hundred and fifty six million six hundred and seventy six thousand two hundred and sixty one 09/100) shall be distributed in the following way:

- 1) for a dividend – PLN 251,542,735.87 (in words: PLN two hundred and fifty one million five hundred and forty two thousand seven hundred and thirty five 87/100),
- 2) to the reserve capital – PLN 5,133,525.22 (in words: PLN five million one hundred and thirty three thousand five hundred and twenty five 22/100).

## § 2

1. The amount of dividend shall be PLN 0.25 (in words: twenty five groszy) for each entitled share. For this purpose, part of the funds from the supplementary capital in the amount of PLN 76,546,633.88 (in words: PLN seventy six million five hundred and forty six thousand six hundred and thirty three 88/100) representing the difference between the product of the amount of PLN 0.25 and number of shares entitled to dividend at the Dividend Day and the amount of part of the net profit for the 2015 financial year, referred to in § 1 item 1) shall be allocated and distributed for the dividend.
2. Total amount for distribution of the dividend shall be PLN 328,089,369.75 (in words: PLN three hundred and twenty eight million and eighty nine thousand three hundred and sixty nine 75/100).

## § 3

Persons being the Company's shareholders on 22.06.2016 (the Dividend Day) shall be entitled to the dividend.

## § 4

The dividend shall be paid on 7.07.2016.

## § 5

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on offsetting Orange Polska S.A. loss 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 previous years loss of Orange Polska S.A. in the amount of PLN 44,559,148.81 (in words: forty four million five hundred and fifty nine thousand one hundred and forty eight 81/100), disclosed in the Company's Financial Statements for the 2015 financial year, will be covered from the reserved capital.

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on approval of the Management Board report on the activity of Orange Polska Group in the 2015 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 General Assembly approves the Management Board report on the activity of Orange Polska Group in the 2015 financial year.

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on approval of the IFRS consolidated financial statements for 2015

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

## § 1

The General Assembly approves the Orange Polska Group IFRS consolidated financial statements for 2015, that include:

- 1) consolidated balance sheet as at 31.12.2015, showing the balance sheet total of PLN 21 652 million (in words: PLN twenty one billion six hundred fifty two million),
- 2) consolidated profit and loss account for 2015 showing consolidated a net profit after taxation of PLN 254 million (in words: PLN two hundred fifty four million), including a net profit attributable to equity holders of Orange Polska S.A. of PLN 254 million (in words: PLN two hundred fifty four million),
- 3) changes in total consolidated equity for 2015 showing a decrease in total consolidated equity by PLN 421 million (in words: PLN four hundred twenty one million), including a decrease of equity attributable to equity holders of Orange Polska S.A. by PLN 421 million (in words: PLN four hundred twenty one million),
- 4) consolidated cash flow statement showing an increase in net cash and cash equivalents by PLN 18 million (in words: PLN eighteen million),
- 5) notes to consolidated financial statement.

## § 2

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

### Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016  
on granting approval of the performance of duties of the Supervisory Board member

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 2015 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016

on granting approval of the performance of duties of the Management Board's President/member

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. .... of his duties  
as the President / a member of the Orange Polska S.A. Management Board in financial year 2015  
is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A.  
dated 12 April 2016

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.