

Current Report 39/2016
Orange Polska S.A.
21 June 2016

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 (Journal of Laws of 2009 No. 33, item 259, with amendments) the Management Board of Orange Polska S.A., informs about summoning the Extraordinary General Meeting.

Announcement by the Management Board of Orange Polska Spółka Akcyjna on the convening of an Extraordinary General Meeting

I. Date, hour and venue of Orange Polska S.A. Extraordinary General Meeting and detailed agenda

The Management Board of Orange Polska Spółka Akcyjna (hereinafter also referred to as "Orange Polska S.A." or the "Company") with its registered office in Warsaw, entered into the commercial register held by the District Court for the capital city of Warsaw, XII Commercial Division of the National Court Register under number 0000010681, acting pursuant to Article 399 § 1 of the Commercial Companies Code and § 12 par. 3 of Orange Polska S.A. Articles of Association, convenes an Extraordinary General Meeting for 21 July 2016 at 11.00 to take place in the Orange Polska Spółka Akcyjna building at Aleje Jerozolimskie 160, building E, ground floor, the conference hall - K/CK.

The meeting agenda:

- 1) opening of the Extraordinary General Meeting.
- 2) election of the Chairman.
- 3) determining the validity of the Meeting and that it is capable of adopting binding resolutions,
- 4) approval of the agenda,
- 5) election of the Scrutiny Committee,
- 6) adoption of a resolution on the merger of the Company with Orange Customer Service sp. z o.o. and TP Invest sp. z o.o.,
- 7) adoption of a resolutions on amending the Articles of Association,
- 8) adoption of a resolution on adoption of the unified text of the Articles of Association,
- 9) closing of the meeting.

In connection with the intended amendments to the Company's Articles of Association (point 7 of the meeting agenda), pursuant to Article 402 § 2 of the Commercial Companies Code, the resolutions effective to date and the wording of the planned changes to the Orange Polska S.A. Articles of Association are quoted herein below:

(1)- the previous wording of § 6 clause 1 of the Articles of Association of Orange Polska S.A:

"1. The objects of the Company shall be as follows:

- 1) Manufacture of communication equipment [PKD 26.30.Z];
- 2) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 3) Repair of electronic and optical equipment [PKD 33.13.Z];
- 4) Repair of electrical equipment [PKD 33.14.Z];
- 5) Trade of electricity [PKD 35.14.Z];
- 6) Construction of utility projects for fluids [PKD 42.21.Z];
- 7) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];

- 8) Electrical installation [PKD 43.21.Z];
- 9) Other construction installation [PKD 43.29.Z];
- 10) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 11) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 12) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 13) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 14) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 15) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 16) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 17) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 18) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 19) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 20) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 21) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 22) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 23) Book publishing [PKD 58.11.Z];
- 24) Publishing of directories and mailing lists [PKD 58.12.Z];
- 25) Publishing of newspapers [PKD 58.13.Z];
- 26) Publishing of journals and periodicals [PKD 58.14.Z];
- 27) Other publishing activities [PKD 58.19.Z];
- 28) Publishing of computer games [PKD 58.21.Z];
- 29) Other software publishing [PKD 58.29.Z];
- 30) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 31) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 32) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 33) Motion picture projection activities [PKD 59.14.Z];
- 34) Sound recording and music publishing activities [PKD 59.20.Z];
- 35) Radio broadcasting [PKD 60.10.Z];
- 36) Television programming and broadcasting activities [PKD 60.20.Z];
- 37) Wired telecommunications activities [PKD 61.10.Z];
- 38) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 39) Satellite telecommunications activities [PKD 61.30.Z];
- 40) Other telecommunications activities [PKD 61.90.Z];
- 41) Computer programming activities [PKD 62.01.Z];
- 42) Computer consultancy activities [PKD 62.02.Z];
- 43) Computer facilities management activities [PKD 62.03.Z];
- 44) Other information technology and computer service activities [PKD 62.09.Z];
- 45) Data processing, hosting and related activities [PKD 63.11.Z];
- 46) Web portals [PKD 63.12.Z];
- 47) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 48) Activities of holding companies [PKD 64.20.Z];
- 49) Financial leasing [PKD 64.91.Z];
- 50) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];

- 51) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 52) Activities of insurance agents and brokers [PKD 66.22.Z];
- 53) Buying and selling of own real estate [PKD 68.10.Z];
- 54) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 55) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 56) Public relations and communication activities [PKD 70.21.Z];
- 57) Business and other management consultancy activities [PKD 70.22.Z];
- 58) Architectural activities [PKD 71.11.Z];
- 59) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 60) Technical testing and analysis [PKD 71.20.B];
- 61) Research and experimental development on biotechnology [PKD 72.11.Z];
- 62) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 63) Advertising agencies [PKD 73.11.Z];
- 64) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 65) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 66) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 67) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 68) Market research and public opinion polling [PKD 73.20.Z];
- 69) Specialised design activities [PKD 74.10.Z];
- 70) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 71) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 72) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 73) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 74) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 75) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 76) Other human resources provision [PKD 78.30.Z];
- 77) Other reservation service not elsewhere classified [PKD 79.90.C];
- 78) Private security activities other than security systems service activities [PKD 80.10.Z];
- 79) Security systems service activities [PKD 80.20.Z];
- 80) Investigation activities [PKD 80.30.Z];
- 81) Combined office administrative service activities [PKD 82.11.Z];
- 82) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 83) Activities of call centres [PKD 82.20.Z];
- 84) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 85) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 86) Sports and recreation education [PKD 85.51.Z];
- 87) Cultural education [PKD 85.52.Z];
- 88) Other education not elsewhere classified [PKD 85.59.B];
- 89) Educational support activities [PKD 85.60.Z];
- 90) Performing arts [PKD 90.01.Z];
- 91) Support activities to performing arts [PKD 90.02.Z];
- 92) Operation of sports facilities [PKD 93.11.Z];

- 93) Activities of sport clubs [PKD 93.12.Z];
- 94) Fitness facilities [PKD 93.13.Z];
- 95) Other sports activities [PKD 93.19.Z];
- 96) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 97) Repair and maintenance of communication equipment [PKD 95.12.Z].”

- wording of the planned change to § 6 clause 1 of the Articles of Association of Orange Polska S.A:

“1.The objects of the Company shall be as follows:

- 1) Other printing [PKD 18.12.Z];
- 2) Pre-press services [PKD18.13.Z];
- 3) Binding and related services [PKD 18.14.Z];
- 4) Reproduction of recorded media [PKD 18.20.Z];
- 5) Manufacture of communication equipment [PKD 26.30.Z];
- 6) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 7) Repair of electronic and optical equipment [PKD 33.13.Z];
- 8) Repair of electrical equipment [PKD 33.14.Z];
- 9) Trade of electricity [PKD 35.14.Z];
- 10) Construction of utility projects for fluids [PKD 42.21.Z];
- 11) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 12) Electrical installation [PKD 43.21.Z];
- 13) Other construction installation [PKD 43.29.Z];
- 14) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 15) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 16) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 17) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 18) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 19) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 20) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 21) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 22) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 23) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 24) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 25) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 26) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 27) Other postal and courier activities [PKD 53.20.Z];
- 28) Book publishing [PKD 58.11.Z];
- 29) Publishing of directories and mailing lists [PKD 58.12.Z]
- 30) Publishing of newspapers [PKD 58.13.Z];
- 31) Publishing of journals and periodicals [PKD 58.14.Z];
- 32) Other publishing activities [PKD 58.19.Z];
- 33) Publishing of computer games [PKD 58.21.Z];
- 34) Other software publishing [PKD 58.29.Z];
- 35) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 36) Motion picture, video and television programme post-production activities [PKD 59.12.Z];

- 37) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 38) Motion picture projection activities [PKD 59.14.Z];
- 39) Sound recording and music publishing activities [PKD 59.20.Z];
- 40) Radio broadcasting [PKD 60.10.Z];
- 41) Television programming and broadcasting activities [PKD 60.20.Z];
- 42) Wired telecommunications activities [PKD 61.10.Z];
- 43) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 44) Satellite telecommunications activities [PKD 61.30.Z];
- 45) Other telecommunications activities [PKD 61.90.Z];
- 46) Computer programming activities [PKD 62.01.Z];
- 47) Computer consultancy activities [PKD 62.02.Z];
- 48) Computer facilities management activities [PKD 62.03.Z];
- 49) Other information technology and computer service activities [PKD 62.09.Z];
- 50) Data processing, hosting and related activities [PKD 63.11.Z];
- 51) Web portals [PKD 63.12.Z];
- 52) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 53) Activities of holding companies [PKD 64.20.Z];
- 54) Financial leasing [PKD 64.91.Z];
- 55) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 56) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 57) Activities of insurance agents and brokers [PKD 66.22.Z];
- 58) Buying and selling of own real estate [PKD 68.10.Z];
- 59) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 60) Real estate agencies [PKD 68.31.Z];
- 61) Real estate management on a fee or contract basis [PKD 68.32.Z];
- 62) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 63) Public relations and communication activities [PKD 70.21.Z];
- 64) Business and other management consultancy activities [PKD 70.22.Z];
- 65) Architectural activities [PKD 71.11.Z];
- 66) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 67) Technical testing and analysis [PKD 71.20.B];
- 68) Research and experimental development on biotechnology [PKD 72.11.Z];
- 69) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 70) Advertising agencies [PKD 73.11.Z];
- 71) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 72) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 73) Agency in sale of space for advertisements in Internet [PKD 73.12.C];
- 74) Agency in sale of space for advertisements in other media [PKD 73.12.D];
- 75) Market research and public opinion polling [PKD 73.20.Z];
- 76) Specialised design activities [PKD 74.10.Z];
- 77) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 78) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];

- 79) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 80) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 81) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 82) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 83) Activities of employment placement agencies [PKD 78.10.Z];
- 84) Other human resources provision [PKD 78.30.Z];
- 85) Other reservation service not elsewhere classified [PKD 79.90.C];
- 86) Private security activities other than security systems service activities [PKD 80.10.Z];
- 87) Security systems service activities [PKD 80.20.Z];
- 88) Investigation activities [PKD 80.30.Z];
- 89) Combined office administrative service activities [PKD 82.11.Z];
- 90) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 91) Activities of call centres [PKD 82.20.Z];
- 92) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 93) Packaging activities [PKD 82.92.Z];
- 94) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 95) Sports and recreation education [PKD 85.51.Z];
- 96) Cultural education [PKD 85.52.Z];
- 97) Teaching of foreign languages [PKD 85.59.A];
- 98) Other education not elsewhere classified [PKD 85.59.B];
- 99) Educational support activities [PKD 85.60.Z];
- 100) Performing arts [PKD 90.01.Z];
- 101) Support activities to performing arts [PKD 90.02.Z];
- 102) Operation of sports facilities [PKD 93.11.Z];
- 103) Activities of sport clubs [PKD 93.12.Z];
- 104) Fitness facilities [PKD 93.13.Z];
- 105) Other sports activities [PKD 93.19.Z];
- 106) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 107) Repair and maintenance of communication equipment [PKD 95.12.Z];
- 108) Other service activities not elsewhere classified [PKD 96.09.Z].”

(2) - the previous wording of § 23 clause 2 point 8 of the Articles of Association of Orange Polska S.A:
 “8) appointing an auditor to examine financial statements of the Company”;

- wording of the planned change to § 23 clause 2 point 8 of the Articles of Association of Orange Polska S.A:
 “8) appointing an auditor to examine or inspect financial statements of the Company”;

(3) - the previous wording of § 23 clause 2 point 9 the Articles of Association of Orange Polska S.A.:

“9) stating an opinion on annual and long-term business plans of the Company and its annual budget”,

- wording of the planned change to § 23 clause 2 point 9 of the Articles of Association of Orange Polska S.A.:

“9) stating an opinion on annual and long-term strategies and business plans of the Company and its annual budget”,

- (4) - the previous wording of chapter VI. Final Provisions of the Articles of Association of Orange Polska S.A:

“VI. FINAL PROVISIONS

§ 32

Any notice of the Company about the General Assembly having been convened shall be disclosed at the Company’s premises at places accessible to the employees”.

- the planned change is to delete chapter VI. Final Provisions of the Articles of Association of Orange Polska S.A.

II. Information concerning participation in the Extraordinary General Meeting of Shareholders of Orange Polska S.A.

1. Shareholders right to include specific items in the General Meeting agenda and to put forward draft resolutions

- 1) By virtue of Article 401 § 1 of the Commercial Companies Code a Shareholder or Shareholders representing at least 1/20 of the share capital is or are entitled to demand that specific items be placed on the agenda of the General Meeting of Shareholders. The demand shall contain:
 - a) a justification or draft resolution concerning the proposed item on the agenda,
 - b) a current copy of the entry in the commercial register or other equivalent document confirming the entitlement to act on behalf of the applicant - for shareholders being legal entities or organisational units without a legal personality,
 - c) a document confirming sufficient shares are held to put forward the demand.

The demand shall be submitted no later than 21 days prior to the General Meeting date, i.e. by **30 June 2016** to the Company Management Board in writing at the Orange Polska S.A. office at: Aleje Jerozolimskie 160, 02-326 Warsaw or sent electronically to pelnomocnictwo.wza@orange.com (files in pdf format).

- 2) By virtue of Article 401 § 4 of the Commercial Companies Code a Shareholder or Shareholders representing at least 1/20 of the share capital entitled to participate in a General Meeting is or are entitled to put forward a draft resolution concerning issues on the General Meeting agenda or issues which are to be included in the agenda. Drafts shall be submitted no later than 3 days prior to the General Meeting date, i.e. by **18 July 2016** to the Company Management Board in writing at the Orange Polska S.A. office at: Aleje Jerozolimskie 160, 02-326 Warsaw or sent electronically to pelnomocnictwo.wza@orange.com (files in pdf format). Documents as referred to in points 1 b) and c) shall be attached to a demand containing the draft resolution.
- 3) By virtue of Article 401 § 5 of the Commercial Companies Code each Shareholder entitled to participate in the General Meeting of Shareholders can, during the General Meeting of Shareholders, put forward draft resolutions concerning items placed on the agenda.

2. Method for exercising voting rights by proxy

- 1) A Shareholder who is a natural person can participate in a General Meeting of Shareholders and can exercise the right to vote in person or through a proxy.

A Shareholder who is not a natural person can participate in a General Meeting of Shareholders and can exercise the right to vote by a person authorised to submit a declaration on its behalf or through a proxy.

- 2) To be effective, the power of attorney should be drawn up in writing and attached to the General Meeting protocol or provided in an electronic format. A form with a template for the power of attorney entitling a proxy to exercise the voting right is available on the Company website: www.orange.pl/inwestorzy.
- 3) Orange Polska S.A. should be informed on granting a power of attorney in an electronic format no later than 3 days prior to the General Meeting date, i.e. by 4 p.m. on **18 July 2016** by electronic mail to pełnomocnictwo.wza@orange.com, by way of sending a scan of the power of attorney, signed by the Shareholder or in the event of shareholders being other than natural persons, by persons authorised to represent the Shareholder.
- 4) Orange Polska S.A. will take appropriate action to identify a Shareholder and proxy in order to verify the validity of a power of attorney granted in electronic form. This verification may particularly involve a return question, in electronic form or by phone, to the Shareholder or proxy in order to confirm that the power of attorney has been granted, as well as its scope. Orange Polska S.A. stipulates that in such circumstances failure to provide an answer to questions posed as part of the verification will be treated as a failure to verify the power of attorney and shall constitute a basis for a refusal to allow the proxy to participate in the General Meeting.
- 5) The right to represent a Shareholder who is not a natural person should stem from the copy of an appropriate registry entry presented whilst compiling the list of attendance (submitted as an original or a photocopy certified as being a true copy by a notary), or appropriate powers of attorney. A person or persons granting the power of attorney on behalf of a Shareholder who is not a natural person should figure in the current copy of the register entry appropriate for the Shareholder.
- 6) A Board Member and Company employee may act as proxies at a General Meeting. If a proxy at a General Meeting of Shareholders is a member of the Supervisory Board, an employee of the Company or a member of the corporate bodies or an employee of a subsidiary of the Company, the power of attorney granted to him can entitle him to represent only at one General Meeting of Shareholders.
- 7) The proxy as referred to in point 6) is obliged to disclose to the Shareholder any circumstances indicating the existence or possibility of the existence of a conflict of interest. Granting of a further power of attorney is excluded.
- 8) The proxy as referred to in point 6) votes in accordance with instructions received from the Shareholder.

3. Participation in the General Meeting of Shareholders using electronic means of communication.

The Company does not provide the opportunity to participate in the General Meeting of Shareholders using electronic means of communication.

4. Speaking during the General Meeting using electronic means of communication

The company does not provide the opportunity to speak during the General Meeting using electronic means of communication.

5. Voting by correspondence or using electronic means of communication.

The Company does not provide the opportunity to vote by correspondence or using electronic means of communication.

6. Day of registering participation in the General Meeting of Shareholders

The day for registering participation at the General Meeting of Shareholders is **5 July 2016**.

7. The right to participate in the General Meeting of Shareholders

- 1) Only those persons are entitled to participate in the General Meeting of Shareholder who on the General Meeting participation registration day, i.e. **5 July 2016** are Orange Polska S.A. shareholders. A personal certificate of entitlement to attend the General Meeting of Shareholders will be issued by the entity keeping a securities account, no later than by the first weekday after the participation registration date, i.e. **6 July 2016**.
- 2) The list of Shareholders entitled to participate in the General Meeting shall be determined on the basis of information received from the National Depository for Securities (NDS). However, it is recommended that Shareholders hold a personal certificate of entitlement to attend the General Meeting of Shareholders issued by the entity keeping a securities account.
- 3) Shareholders will be permitted to participate in the General Meeting of Shareholders after showing proof of identity, and proxies after showing proof of identity and a power of attorney granted in written or electronic form. Representatives of legal persons or entities without a legal personality shall additionally present current copies from appropriate registers, indicating persons entitled to represent those entities.

III. Access to documents

- 1) All information and documentation which is to be presented to the General Meeting together with draft resolutions will be available on the Company website www.orange.pl/inwestorzy as of the day the General Meeting is convened.
- 2) As of **14 July 2016** a shareholder is entitled to demand copies of applications pertaining to issues on the agenda at: Aleje Jerozolimskie 160, 02-326 Warsaw.