

## CORPORATE GOVERNANCE STATEMENT

### (a) Company's corporate governance policy

Pursuant to the resolution 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated March 29, 2021, the Company, as an issuer of securities listed on the Warsaw Stock Exchange (WSE), has been obliged to comply with the corporate governance practices set out in the *Best Practice for GPW Listed Companies 2021*.

The latter is available at <http://corp-gov.gpw.pl>.

### (b) Corporate governance compliance

In 2022, the Company complied with the corporate governance *Best Practice* in force.

Pursuant to the Diversity Management Policy applicable to the Management Board adopted on November 3, 2021, with regard to gender diversity, in the process of appointment of the Members of the Management Board of Orange Polska the Supervisory Board will strive to achieve the minimum participation of women of at least 30%. As of December 31, 2022, the participation of women in the Supervisory Board and the Management Board is 36% and 25%, respectively.

### (c) Description of major features of Orange Polska's internal control and risk management systems with respect to the process of development of standalone and consolidated financial statements (please see chapter IV for additional information on key risk factors)

The system of internal control and risk management in Orange Polska S.A. has been designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Code of Ethics encompasses relations with customers, shareholders, employees, suppliers, competition and also with respect to the environment in which the Group operates. A whistleblowing system, which has been used effectively for years, is co-ordinated by the Ethics Committee of Orange Polska, which was established in 2007. The process enables problem identification by employees, associates and external partners through a number of communication channels, such as emails to the dedicated mailbox, notifying the Chairman of the Ethics Committee orally or in writing (to his postal address), contact with the Chairman of the Audit Committee of the Supervisory Board, or anonymous reports on the dedicated intranet website or the Orange Group website. Regular training on ethics is provided to employees, which is confirmed by certification.

In accordance with the approach adopted by the Orange Group, assuming gradual implementation of subsequent elements of the Compliance Programme, the Anti-Corruption Policy and Guidelines have been introduced in Orange Polska. These regulations contain detailed rules and standards as well as references to specific conditions and circumstances relating to the identification and mitigation of the risk of corruption. They are regularly reviewed and updated, if required. In addition, a number of information and training activities are carried out in order to raise employees' awareness of anti-corruption laws and rules. The aforementioned regulations have been strengthened in terms of the conflict of interest management by introducing the relevant Policies for employees and managers, as well as the Members of the Supervisory Board and Management Board of Orange Polska.

The Compliance Programme encompasses a mechanism for reporting cases of corruption, influence peddling and actual or suspected infringement of legal regulations. These may be reported through the same channels which are used for reporting unethical conduct. Reports are confidential and are examined with proper care. The Programme and the Policy are also supported by a due diligence process for screening business partners as well as a cyclic review of corruption risks. The mechanisms functioning within the Company comply with the *Standards recommended for the compliance management system on counteracting corruption and the whistleblower protection system* adopted by the Warsaw Stock Exchange. In order to comply with the current legal requirements regarding whistleblowing systems, Orange Polska closely monitors its legal environment and adjusts its internal procedures to the relevant legal regulations.

The Group is diligent in its approach to reporting financial results and its ongoing communication with the Polish and international investment community, as well as fulfilling its disclosure obligations. Key managers responsible for the financial, legal, regulatory and internal control functions review financial statements and make comments thereto at the Disclosure Committee. The purpose of the Committee's meetings is to ensure that financial disclosures are timely, exact, transparent, complete, and presented in accordance with all relevant laws, applicable regulations and recognised practices, as well as being properly representative of the financial and operational condition of both the Company and the Orange Polska Group. In 2022, the Disclosure Committee had four meetings. In addition, the Audit Committee reviews the financial disclosures of the Company and the Group before they are published.

The key elements of Orange Polska S.A.'s internal control and risk management system include the following procedures:

(1) An internal audit function, which functionally reports to the President of the Management Board. The internal audit programme is developed on the basis of, *inter alia*, the Company's key risks, and annually reviewed by the Audit Committee, which also analyses the Group's Internal Audit reports. In order to promote an appropriate independent outlook for the Internal Audit, decisions regarding the conclusion and termination of an employment contract with the Group Internal Audit Director as well as his evaluation and remuneration require an opinion of the

Audit and Remuneration Committees. The Group Internal Audit Director attends all meetings of the Audit Committee.

(2) The Company conducts ongoing assessments of the quality of the risk management system and internal controls. This process includes identification and classification of Orange Polska S.A.'s financial and non-financial risks as well as verification of the effectiveness of the risk management system – please see Chapter IV, section 7 above.

(3) Procedures have been implemented in order to identify, report and monitor significant risks (i.e. legal, regulatory, environmental, financial reporting and operational) effectively on an ongoing basis. It provides a framework for ongoing risk-controlling activities.

In 2022, the Management Board again completed a comprehensive assessment of the Group's internal controls over financial reporting. Any identified weaknesses were corrected. As a result of the assessment, the Management Board concluded that there were no weaknesses that would materially impact the internal control over the financial reporting at December 31, 2022.

**(d) Indication of shareholders holding, directly or indirectly, significant batches of shares, including the number of shares held, the interest in the Share Capital, the corresponding number of votes and the percentage of the total voting power at the General Meeting**

Please see section 6.4 above for the information about major shareholders.

**(e) Indication of holders of any securities granting special control rights and description of such rights**

The Company has not issued any securities granting any special control rights to shareholders or other entities.

**(f) Indication of any restrictions concerning the exercise of the voting rights on shares, such as restriction of the voting rights to a certain percentage or number of votes or temporary restriction of the voting rights, or regulations according to which, in conjunction with the Company, the rights on securities are separated from the ownership of securities**

The Company has not introduced any specific restrictions concerning the exercise of the voting rights on shares.

**(g) Indication of any restrictions concerning transfer of ownership of the securities issued by Orange Polska S.A.**

The transfer of ownership of the securities issued by the Company is not subject to any restrictions.

**(h) Description of procedures for appointment and removal of managing persons as well as their rights, particularly the right to make decisions regarding the issuance or redemption of shares**

Under the Articles of Association of the Company, the Management Board shall consist of between three and ten Members, including the President. They are appointed and removed by the Supervisory Board by a simple majority of the votes cast. Recommendations on the appointment of the new Members of the Management Board are made to the Supervisory Board by the Remuneration Committee thereof. Currently, the Management Board consists of eight Members, including the President. The term of office for the Member of the Management Board is three years. The Management Board's remit comprises the management of all aspects of the Company's affairs, with the exception of the matters which under the Polish Commercial Companies Code or the Articles of Association shall be within the competence of the General Meeting or the Supervisory Board. In particular, the powers of the Management Board include development of the Group's strategy and budget; establishment, transformation and liquidation of the Company's business units; and governance of the Group subsidiaries. Any decisions regarding the issuance or redemption of the Company's shares are exclusively within the competence of the General Meeting.

The powers of the Management Board are detailed in the Management Board by-laws, available at [www.orange-ir.pl](http://www.orange-ir.pl).

**(i) Description of procedures for amending the Articles of Association or the deed of the company**

Any amendment to the Articles of Association shall require a resolution of the General Meeting adopted by a majority of the three quarters of votes. Such amendments shall be presented to the Supervisory Board for its opinion and shall be submitted to the shareholders no later than 26 days before the date of the General Meeting.

**(j) Rules of operation of the General Meeting and its major responsibilities, and description of the shareholders' rights and the way of exercise thereof, particularly the rules resulting from the General Meeting by-laws, if any, unless the information in this respect results directly from mandatory regulations**

I. The General Meeting shall be convened by the Management Board or by the Supervisory Board, if the Management Board fails to convene it within the period set out by the law. The Annual General Meeting shall be held not later than six months after the end of each financial year.

An Extraordinary General Meeting shall be convened by:

- (1) the Management Board upon its own initiative or upon a written motion of the Supervisory Board or the shareholder(s) representing at least 5% of the share capital; or
- (2) the Supervisory Board, if it is necessary in its opinion; or

- (3) the shareholder(s) representing at least half of the share capital or at least half of the total votes in the Company.

An Extraordinary General Meeting convened upon a motion of the Supervisory Board or the shareholders representing at least 5% of the share capital shall be convened within two weeks from the date of the motion.

General Meetings shall be held in Warsaw. The General Meeting shall be valid irrespective of the number of shares represented.

The agenda of the General Meeting shall be determined by the body or entity that had convened the General Meeting. If the General Meeting is convened upon a motion of the Supervisory Board or the shareholder(s), the Management Board shall include on the agenda the matters indicated by the party submitting the motion.

The Supervisory Board or the shareholders representing at least 5% of the share capital may request that particular matters be included on the agenda of the next General Meeting. The request shall be submitted to the Management Board in writing or by electronic means at least 21 days prior to the General Meeting. The request shall be accompanied by a justification or a draft resolution regarding the proposed point.

Any matters to be resolved by the General Meeting shall first be presented by the Management Board to the Supervisory Board for its opinion.

The following matters shall in particular be within the competence of the General Meeting:

- (1) review and approval of the financial statements and the report on the Company's activity in the previous financial year;
- (2) distribution of profits or coverage of losses;
- (3) confirming proper execution of duties by the Members of the Boards of the Company;
- (4) change of the objects of the Company;
- (5) amendment to the Articles of Association, including an increase or reduction of the share capital;
- (6) merger or change of the legal form of the Company;
- (7) dissolution and winding-up of the Company;
- (8) issuance of convertible bonds or first option bonds;
- (9) appointment and removal of the Members of the Supervisory Board;
- (10) any decision on claims for compensation of damages suffered in the course of the Company's establishment or during the execution of managerial or supervisory functions;
- (11) transfer or lease of the Company's business or its organised part or the grant of usufruct thereon;
- (12) other matters set out in the Commercial Companies Code, other legal acts or the Articles of Association, excluding purchase and acquisition of real estate, the right of perpetual usufruct or a share in real estate, which lie within the competence of the Management Board and do not require passing a resolution by the General Meeting of Shareholders.

The resolutions of the General Meeting shall be adopted by a simple majority of votes cast unless the Commercial Companies Code or the Articles of Association provide otherwise.

The voting at the General Meeting shall be open. A secret ballot shall be used at elections or upon motions for removal of the Members of the Company's Boards or liquidators, for calling them to account for their actions or in personal matters. A secret ballot shall also be used whenever requested by at least one of the shareholders or their representatives present at the General Meeting.

According to the adopted by-laws, the General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy, or, in case of their absence, by the President of the Management Board or a person designated by the Management Board. Thereafter, the Chairman of the General Meeting shall be elected from among the persons entitled to take part in the General Meeting. After each subsequent matter on the agenda has been presented, the Chairman shall open a discussion giving floor to speakers in the sequence in which they have declared their willingness to speak. Upon the consent of the General Meeting, several items of the agenda may be discussed jointly. The participants may speak only on the matters which have been put on the agenda and are being considered at that moment.

II. Pursuant to the Regulations of the General Meeting of Orange Polska S.A., the shareholders have the following rights:

- (1) The shareholders may take part in the General Meeting and exercise the right to vote in person, by a proxy holder (or another representative) or by means of electronic communication, provided that such a possibility has been specified in the announcement convening the General Meeting.
- (2) Each shareholder entitled to participate in the General Meeting has the right to stand as a candidate for the Chairman of the General Meeting or to put forward one candidate for the position of the Chairman of the General Meeting to the minutes.
- (3) 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.

- (4) Each shareholder has the right to ask questions on any matters on the agenda.
- (5) The shareholder has the right to object a decision of the Chairman of the General Meeting. The General Meeting shall decide in a resolution whether the decision of the Chairman should be upheld or reversed.
- (6) Each shareholder has the right to suggest amendments or additions to draft resolutions, which are covered by the agenda of the General Meeting, by the time of closing the discussion over the item on the agenda referring to the draft resolution to which the suggestion is related.

**(k) Composition and changes thereof in the last financial year, and description of bodies that manage, supervise or administer Orange Polska S.A. and any committees thereof**

I. Composition of the Management Board in 2022

Composition on January 1, 2022:

1. Julien Ducarroz – President of the Board
2. Jolanta Dudek – Vice President of the Board
3. Bożena Leśniewska – Vice President of the Board
4. Witold Drożdż – Board Member
5. Piotr Jaworski – Board Member
6. Jacek Kowalski – Board Member
7. Jacek Kunicki – Board Member
8. Maciej Nowohoński – Board Member

There were no changes in the composition of the Management Board in 2022.

Profiles of Management Board Members:

**Mr. Julien Ducarroz** (born 1975), CEO and President of the Management Board of Orange Polska since September 1, 2020. Between 2016 and 2020, he was the CEO of Orange Moldova, the country's largest convergent operator. His achievements included the launch of convergent services with the acquisition of major cable operators, cultural transformation to implement entrepreneurial mindset and adopt agile ways of working across the organisation, and preparation for the introduction of mobile financial services.

Julien Ducarroz has extensive experience in the telecom industry, with more than ten years on executive positions, gained in different countries in a number of areas, including strategy and commercial functions. He joined the Orange Group in 2002 in the International Division, then continued as the Business Intelligence and Value-based Marketing Manager in Orange Group Marketing in London (2003–2004). Subsequently, he became the Deputy Chief Marketing Officer in Orange Nederland (2006–2007). In 2007 he joined Orange Romania as the Strategy Director, and from May 2009 to May 2016 he managed sales, marketing and marketing communication as the Chief Commercial Officer. He has graduated from Swiss Federal Institute of Technology of Lausanne and Zurich.

**Ms. Jolanta Dudek** (born 1964), Vice-President of the Management Board of Orange Polska in charge of Consumer Market since July 1, 2021. She began her career in telecommunications at PTK Centertel in 2000, holding management positions related to mass customer care and taking part in the development of customer service for the Idea mobile network. Between 2004 and 2010, she served as Director of Business Customer Service for the Orange network. In October 2010, she was appointed Director of Mobile Business Customer Service in Orange Customer Service. From November 2013, she was the Executive Director in charge of Customer Care in Orange Polska. Until incorporation of Orange Customer Service into Orange Polska's main structure in 2016, she served as CEO of Orange Customer Service. In 2015, she was appointed the Management Board Member in charge of Customer Experience.

She is a graduate of the Faculty of Philology at the University of Silesia and postgraduate studies in European Economy Management with a diploma from French Ecole des Hautes Etudes Commerciales (HEC) and the Warsaw School of Economics (SGH). She is also a graduate of postgraduate studies at the Academy of Leadership Psychology at Warsaw University of Technology Business School. She is also an experienced Lead Auditor of Quality Management System ISO 2002 and Customer Operations Performance Center (COPC®) Co-ordinator.

**Ms. Bożena Leśniewska** (born 1965), Vice-President of the Management Board in charge of Business Market. She is also responsible for the Company's subsidiaries: Integrated Solutions and BlueSoft. She has over twenty years' experience in management and technology. She consistently moved up the ladder, from a sales representative (DHL), manager and regional director (Polkomtel) and HQ department director (Polkomtel, PTK Centertel, Telekomunikacja Polska S.A.) to Executive Director and Vice-President of the Management Board at Orange Polska.

She is a graduate of the Jagiellonian University, the Academy of Leadership Psychology at Warsaw University of Technology Business School, and AMP at INSEAD. She is a member of the Responsible Leadership Council of the Responsible Business Forum, the Professional Women Network and the LiderShe association. Furthermore, she is an active mentor in mentoring programmes and the co-author of Europe's first course of studies designed specifically for women: Women's Leadership Academy at Leon Koźmiński Academy.

**Mr. Witold Drożdż** (born 1974), Management Board Member in charge of Strategy and Corporate Affairs since November 2018. Previously, he served as Executive Director in charge of Corporate Affairs from 2012 to 2018. He sits on the Orange Foundation Board and the Supervisory Board of Orange Energia sp. z o.o.

From 2010 to 2012, he was the Vice-President of the Management Board and then acting President of the Management Board of PGE Energia Jądrowa S.A. Between 2007 and 2010, he served as Deputy Minister of Interior and Administration, responsible for the development of information society and public records, as well as Chairman of the government Digital Poland Committee and a member of the government Committee for Energy Security and the inter-ministerial Committee for Digital TV and Radio Broadcasting.

He is a member of the Board of the Security Forum Foundation. He is a graduate of Law and International Relations at the University of Warsaw and the Stanford Executive Program at Stanford University.

**Mr. Piotr Tadeusz Jaworski** (born 1961), Management Board Member in charge of Network and Technology since November 2018. From September 2016 he held the position of Executive Director in charge of Network and Technology in Orange Polska. He is a member of the Orange Network Experts Committee. He is also a Member of the Supervisory Board of Światłowód Inwestycje. In 2008–2022, he served as the Chairman of the Supervisory Board of TP Teltech.

Piotr Jaworski has been working at Orange Polska (formerly Telekomunikacja Polska) since 1991, initially as the Technical Manager in the Białystok Technical Unit, then, in the Company's headquarters, as the Director of the Business Customer Relations Department and Regional Executive Director (for South and Central Regions). Between 2007 and 2013, he was the Technical Customer Service Director. Then, until 2016, he worked as the Service Delivery and Maintenance Director, responsible for technical processes of service provision and maintenance (for both Orange customers and alternative operators), network investments (including VHBB FTTH roll-out) and active network maintenance. He has been the leader of several projects in customer experience development. He has been involved in charity work for years.

He has graduated in electronic engineering from the Warsaw University of Technology and holds MBA qualifications from the University of Gdańsk and the University of Strathclyde in Glasgow.

**Mr. Jacek Kowalski** (born 1964), the Management Board Member in charge of Human Capital since January 2011. Previously, from 2009, he was the Executive Director in charge of Human Resources at Telekomunikacja Polska (now Orange Polska). He started his career in the Group in 2001 as the Manager of Human Resources in Sales & Marketing at PTK Centertel. From 2005, he was the Branch Director for Employee Competence and Development Management. Prior to that, he worked as the Director of the Entrepreneurship and Human Resources School in Infor Training (an Infor Media Group company) and the Director of the National In-Service Teacher Training Centre, responsible for the implementation of training programmes supporting the development of education in Poland. Prior to that, he was a history teacher (and enthusiast), the designer of educational programmes and solutions, the author of handbooks and textbooks, a certified trainer and a project manager.

He graduated from the Faculty of History at the University of Warsaw (1989) and completed postgraduate studies in local government and non-governmental organisation management also at the University of Warsaw (1996).

He is a member of the Advisory Board of the Polish Human Resources Management Association. He is also the Chairman of the Supervisory Board of the Orange Polska Pension Fund and a Member of the Supervisory Boards of Integrated Solutions and the Orange Foundation. For over seven years he has been a member of Human Explorers, an informal association of over a dozen leading Polish companies, represented by their Chief Human Resources Officers, which is focused on developing and sharing innovative HR solutions. Furthermore, he is a member of the Pro Bono Leaders initiative and an enthusiast of volunteering as a movement that makes the world a significantly better place.

**Mr. Jacek Kunicki** (born 1979) has worked at Orange Polska since 2003, holding a number of managerial positions of growing responsibility within the finance area. In particular, he was the Director of Investor Relations from 2010 to 2014 and Orange Polska Group Chief Controller from 2014. Jacek Kunicki has held the position of Orange Polska Chief Financial Officer as the Executive Director in charge of Finance from March 31, 2020 and as the Management Board Member in charge of Finance from July 21, 2020.

Jacek Kunicki is a Member of the Supervisory Boards of several Orange Polska Group companies: NetWorkSI, Światłowód Inwestycje, BlueSoft and Światłowód Inwestycje, as well as a Member of the Supervisory Board of the Polish Association of Listed Companies (SEG). In 2020–2022, he served as a Member of the Supervisory Board of TP Teltech. Prior to joining Orange, he worked in the finance team of the telecom operator Energis Polska. He graduated from the Higher School of Management in Warsaw and holds an MBA from the Oxford Brookes University.

**Mr. Maciej Nowohoński** (born 1973), Management Board Member in charge of Carriers Market and Real Estate Sales (previously in charge of Finance from March 2014).

He has been with Orange Polska since 2003 and has held several positions of growing responsibility in finance, including Orange Polska Chief Financial Officer in 2014–2020. In 2020 and 2021, he was responsible for the establishment and launch of the wholesale operator Światłowód Inwestycje. Prior to that, he was a Member of the Management Board of Emitel from 2010 to 2011 and the Chief Financial Officer of PTK Centertel between 2011

and 2013. Since January 2020, as a Member of the Management Board of Orange Polska, he has been responsible for the carriers market and real estate sales. Furthermore, he is the Chairman of the Supervisory Board of Światłowód Inwestycje. Prior to joining the Orange team, he worked for Arthur Andersen and Andersen Business Consulting.

He is a graduate of the Foreign Trade Faculty of the Economic University of Poznań and the Dutch HAN University of Applied Sciences in Nijmegen (the Netherlands).

## II. Composition of the Supervisory Board and its Committees and changes thereof in 2022

Composition on January 1, 2022:

1. Maciej Witucki – Chairman of the Supervisory Board
2. Ramon Fernandez – Deputy Chairman of the Supervisory Board
3. Marc Ricau – Board Member and Secretary
4. Philippe Béguin – Board Member
5. Bénédicte David – Board Member
6. John Russell Houlden – Independent Board Member and Chairman of the Audit Committee
7. Marie-Noëlle Jégo-Laveissière – Board Member
8. Prof. Michał Kleiber – Independent Board Member
9. Patrice Lambert-de Diesbach – Board Member
10. Monika Nachyła – Independent Board Member
11. Maria Pasło-Wiśniewska PhD – Independent Board Member and Chairwoman of the Remuneration Committee
12. Wioletta Rosołowska – Independent Board Member
13. Jean-Michel Thibaud – Board Member
14. Jean-Marc Vignolles – Board Member and Chairman of the Strategy Committee

On April 22, 2022, the mandates of Maciej Witucki, Prof. Michał Kleiber, Monika Nachyła, Marc Ricau and Jean-Michel Thibaud expired.

On the same day, the Annual General Meeting appointed the following persons: Bartosz Dobrzyński, Monika Nachyła, Marc Ricau, Jean-Michel Thibaud and Maciej Witucki to the Supervisory Board for a new term of office.

Composition on December 31, 2022:

1. Maciej Witucki – Chairman of the Supervisory Board
2. Ramon Fernandez – Deputy Chairman of the Supervisory Board
3. Marc Ricau – Board Member and Secretary
4. Philippe Béguin – Board Member
5. Bénédicte David – Board Member
6. Bartosz Dobrzyński – Independent Board Member
7. John Russell Houlden – Independent Board Member and Chairman of the Audit Committee
8. Marie-Noëlle Jégo-Laveissière – Board Member
9. Patrice Lambert-de Diesbach – Board Member
10. Monika Nachyła – Independent Board Member
11. Maria Pasło-Wiśniewska PhD – Independent Board Member and Chairwoman of the Remuneration Committee
12. Wioletta Rosołowska – Independent Board Member
13. Jean-Michel Thibaud – Board Member
14. Jean-Marc Vignolles – Board Member and Chairman of the Strategy Committee

As at December 31, 2022, Orange Polska had five independent Members on the Supervisory Board, namely Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD and Wioletta Rosołowska.

Composition of the Committees of the Supervisory Board on December 31, 2022:

### The Audit Committee

1. John Russell Houlden – Chairman
2. Monika Nachyła
3. Maria Pasło-Wiśniewska PhD
4. Marc Ricau
5. Jean-Michel Thibaud

The Audit Committee is chaired by Mr. John Russell Houlden, an independent Member of the Supervisory Board. He has relevant experience and qualifications in finance, accounting and audit.

### The Remuneration Committee

1. Maria Pasło-Wiśniewska PhD – Chairwoman
2. Bénédicte David

3. Bartosz Dobrzyński
4. Marc Ricau

#### The Strategy Committee

1. Jean-Marc Vignolles – Chairman
2. Philippe Béguin
3. Bénédicte David
4. Bartosz Dobrzyński
5. Patrice Lambert-deDiesbach
6. Monika Nachyła
7. Maria Pasło-Wiśniewska PhD
8. Wioletta Rosołowska

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

Below, is the list of the Members of Orange Polska Supervisory Board and Management Board together with the Annual General Meetings on which their mandates expire.

Management Board	Year of AGM
Julien Ducarroz – President	2023
Jolanta Dudek – Vice President	2024
Bożena Leśniewska – Vice President	2024
Witold Drożdż	2024
Piotr Jaworski	2024
Jacek Kowalski	2023
Jacek Kunicki	2023
Maciej Nowochoński	2023

Supervisory Board	Year of AGM
Maciej Witucki – Chairman	2025
Ramon Fernandez – Deputy Chairman	2024
Marc Ricau – Secretary	2025
Philippe Béguin	2024
Bénédicte David	2024
Bartosz Dobrzyński	2025
John Russell Houlden	2023
Marie-Noëlle Jégo-Laveissière	2024
Patrice Lambert-de Diesbach	2023
Monika Nachyła	2025
Maria Pasło-Wiśniewska	2024
Wioletta Rosołowska	2024
Jean-Michel Thibaud	2025
Jean-Marc Vignolles	2024

### III. Operations of the Management Board

The Management Board shall manage the Company's affairs, administer its assets and represent the Company towards third parties. The Members of the Management Board shall perform their duties in person. The operations of the Management Board shall be managed by its President. Meetings of the Management Board shall be chaired by the President of the Management Board or, in case of his absence, another Member of the Management Board designated by the President. Resolutions may be adopted if all Members of the Management Board have been duly

notified about the meeting. Resolutions of the Management Board shall be adopted by an absolute majority of votes of all appointed Members of the Management Board. Individual Members of the Management Board shall manage the areas of the Company's operations assigned to them.

In particular, Management Board's resolutions are required in the following affairs of the Company:

- (1) formulation of the Company's strategies and approval of multiannual plans for development of its individual activity areas;
- (2) approval and update of the budget of the Company;
- (3) determining amounts of capital expenditures and sources of their financing;
- (4) contracting loans and other financial liabilities;
- (5) granting collaterals and guarantees;
- (6) Organisational Regulations of Orange Polska S.A.;
- (7) establishment, transformation and liquidation of the Company's organisational units as defined in the Organisational Regulations of Orange Polska S.A.;
- (8) rules for granting powers of attorney;
- (9) formulation of human resources and remuneration policies within the Company;
- (10) proposing motions to the Company's governing bodies in the situations set out in the Commercial Companies Code or the Company's Articles of Association;
- (11) adoption of annual standalone and consolidated financial statements and the Management Board's reports on the activity of the Company's and the Group and submitting those documents to the Supervisory Board within the required time limits;
- (12) proposing resolutions on distribution of profits or coverage of losses to the General Meeting;
- (13) formulation of rules of assets disposal;
- (14) the Company's property transformation and public trading in the Company's securities;
- (15) exercising corporate oversight over Orange Polska S.A.'s subsidiaries;
- (16) participation in other companies or legal entities, except for economic organisations and associations;
- (17) concluding and implementing agreements between the Company and the trade unions operating within it, except for the matters which fall within the competence of the managers of the Company's business entities;
- (18) negotiating and settling labour disputes;
- (19) rules for the appointment to top management positions, including terms of employment and amount of remuneration.

The President of the Management Board acting jointly with another Member of the Management Board shall be empowered to represent the Company.

The responsibilities and obligations of the Management Board are detailed in the Management Board by-laws, available at [www.orange-ir.pl](http://www.orange-ir.pl).

#### IV. Operations of the Supervisory Board

The Supervisory Board shall consist of between nine and sixteen Members, including at least four independent Members. The Supervisory Board currently consists of fourteen Members, including five independent Members. The independent Members of the Supervisory Board shall satisfy the criteria set out for independent members of audit committees in the Act on statutory auditors, audit firms and public oversight, and the conditions set out in the Articles of Association. The independent Supervisory Board Members shall submit quarterly statements to confirm meeting the aforementioned criteria and conditions of independence. The Supervisory Board Members shall be appointed by the General Meeting (or, in exceptional cases specified in the Articles of Association, by the Supervisory Board). The term of office for the Member of the Supervisory Board is three years.

The Supervisory Board work shall be managed by the Chairman who shall have the duty to properly organise its work, in particular to convene the Supervisory Board meetings. In the absence of the Chairman, his powers are taken over by the most senior deputy, the Secretary or the most senior Member of the Supervisory Board. The Supervisory Board shall hold meetings at least once a quarter. The Management Board or a Member of the Supervisory Board may request a meeting of the Supervisory Board to be convened, specifying the proposed agenda for the meeting. The Chairman of the Supervisory Board shall convene the meeting within two weeks from the date of the motion. If the Chairman of the Supervisory Board fails to convene the meeting within two weeks from the date of the motion, the mover of the motion may convene the meeting himself, specifying the date, the place and the proposed agenda. The Supervisory Board may also hold meetings without formal convocation, if all members give their consent thereto and make no objections against putting certain issues on the agenda. The Supervisory Board shall adopt resolutions if at least half of its Members are present at the meeting and all Members have been invited. During the meeting, the Supervisory Board may also adopt resolutions on issues which are not put on the proposed meeting agenda, if none of the Supervisory Board Members participating in the meeting objects thereto. The Supervisory Board shall pass its resolutions by a simple majority of the votes cast. In the case of a tied vote, the Chairman shall have a casting vote. It is permissible to participate in a meeting of the Supervisory Board

also using means of direct remote communication. Voting by the Supervisory Board shall be open. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting a vote in writing via another Member of the Supervisory Board. The Supervisory Board may adopt resolutions in a written form or by using means of direct remote communication. Such resolution shall be valid if all Members of the Supervisory Board have been informed about the content of a draft resolution and at least half of the Members of the Supervisory Board took part in the adoption of the resolution.

Although the Supervisory Board performs its tasks collectively, it delegates some of the work. The committees to which these tasks are delegated are described in subsequent paragraphs.

The Supervisory Board by-laws and the Terms of Reference of the Committees of the Supervisory Board are available at [www.orange-ir.pl](http://www.orange-ir.pl).

In particular, the Supervisory Board shall be responsible for the appointment of the Members of the Management Board and determining the terms and amount of their remuneration, the appointment of the Company's independent auditors, and the supervision of the Group's business. As part of its supervisory responsibilities, the Supervisory Board shall examine the Group's strategic plan and annual budget; monitor the Group's operating and financial performance; formulate opinions on incurring liabilities that exceed the equivalent of €100,000,000; formulate opinions on disposal of the Group's assets that exceed the equivalent of €100,000,000; evaluate annual financial statements of the Company, the Management Board's report on the activities of the Company and the Orange Polska Group, and motions of the Management Board regarding distribution of profits or covering of losses; state an opinion on motions submitted by or via the Management Board to the General Meeting; and submit to the General Meeting for approval an annual report of the Supervisory Board. The Supervisory Board shall also submit to the General Meeting the Report on the Remuneration of the Members of the Management Board and Supervisory Board in compliance with the Act on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies. In considering these matters, the Supervisory Board takes into account the social, environmental and ethical considerations that relate to the Group's business.

Furthermore, the Polish Accounting Act determines the responsibility of the Members of the Supervisory Board regarding the reliability and fair presentation of the Company's financial reporting.

## V. Operations of the Committees of the Supervisory Board

### (A) The Audit Committee

The Audit Committee was established by a resolution of the Supervisory Board of June 14, 2002 as an advisory body to the Supervisory Board. The majority of the Audit Committee members, including its Chairman, meet the independence criteria set out in the Act on statutory auditors, audit firms and public oversight and the conditions set out in the Articles of Association. The Audit Committee shall meet at least on a quarterly basis before the publication of the Company's financial statements.

The key functions of the Audit Committee are specified in its Terms of Reference attached to the Supervisory Board by-laws and include but are not limited to:

- (1) monitoring the integrity of the financial information reported externally;
- (2) reviewing the Group's internal control and risk management systems;
- (3) reviewing plans for internal audit and internal audit reports;
- (4) reviewing and giving opinions on significant transactions with related parties;
- (5) recommending the selection and re-appointment of the audit firm;
- (6) monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit, and the auditors' work;
- (7) giving the Supervisory Board recommendations to ensure the faithful representation and relevance of the financial reporting process in the Company and the Group.

### (B) The Remuneration Committee

The Remuneration Committee was established by a resolution of the Supervisory Board of June 16, 2004 as an advisory body to the Supervisory Board. A half of the Remuneration Committee members, including its Chairwoman, meet the independence criteria set out in the Act on statutory auditors, audit firms and public oversight and the conditions set out in the Articles of Association. The Remuneration Committee shall meet according to its preferences at least four times a year.

The Remuneration Committee's task is to advise the Supervisory Board and Management Board on the general remuneration and nomination policy of the Group, determining the terms of employment and remuneration (including the setting of objectives) of the Members of the Management Board and giving recommendations to the Supervisory Board regarding salaries and the amounts of variable pay for the Members of the Management Board.

### (C) The Strategy Committee

The Strategy Committee was established by a resolution of the Supervisory Board of June 15, 2005 as an advisory body to the Supervisory Board. The Strategy Committee shall meet according to its schedule at least twice a year.

The tasks of the Strategy Committee include:

- (1) giving its opinions and recommendations to the Supervisory Board on the strategic plans set out by the Management Board, as well as on any further suggestions to strategic plans made by the Supervisory Board, in particular concerning key strategic decisions involved; and
- (2) consulting on all strategic projects related to the development of the Group, monitoring of the evolution of industrial partnerships within the Group and projects involving strategic agreements for the Group. It then reports and makes recommendations on each of these projects to the Supervisory Board.

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

- (1) strategic agreements, alliances, and technological and industrial co-operation agreements, including aspects of the Group's strategic partnership with Orange S.A.; and
- (2) significant acquisitions and sales of assets.

#### **(I) Regarding the Audit Committee of the Orange Polska Supervisory Board**

- (1) The following persons have stated that they meet the statutory criteria of independence: John Russell Houlden, Monika Nachyła and Maria Pasło-Wiśniewska PhD.
- (2) Regarding knowledge and skills in the area of accounting or auditing of financial statements, the following persons have stated as follows:

**John Russell Houlden** has stated that he has knowledge and skills in the area of accounting and auditing of financial statements. He holds a first class honours degree from Warwick Business School and has completed executive programmes at INSEAD, Stanford and London Business School. He has qualifications in accounting and corporate treasury management and is a Fellow of the Chartered Institute of Management Accountants (CIMA), a Chartered Global Management Accountant (CGMA) and a Fellow of the Association of Corporate Treasurers (ACT). He gained extensive experience in accounting and audit in a variety of financial roles in Spicer & Oppenheim (now part of Deloitte), ICI and BT. Next, he served as Finance Director of Lovells (2002 to 2008), Chief Financial Officer of Telecom New Zealand (2008 to 2010) and Chief Financial Officer of the United Utilities Group (2010 to 2020). From 2014 to 2020 he was also a Member of the Main Committee and the Chairman of the Financial Reporting Committee of the '100 Group' (which represents the collective views of FTSE 100 companies to the International Accounting Standards Board, the European Securities and Markets Authority and other regulatory bodies). From 2020 to 2022 he was the Chairman of the Audit Committee of Babcock International Group (an FTSE 250 company) where oversaw the reset of accounting and audit quality involving the correction of over 40 accounting errors from years prior to his tenure. From 2022 to date he has also been an Operating Partner of Corsair Infrastructure and a Non-executive Director of Yorkshire Water.

**Monika Nachyła** is a non-executive director with many years of international, C-suite experience in the areas of private equity, investor relations, banking, operational financial management and strategy development. She is a graduate of the Warsaw School of Economics. She started her professional career as an auditor at Arthur Andersen in Warsaw and Salustro Reydel in Paris. Between 1995 and 2000, she held a position of CFO at Sanofi-Synthélabo. From 2000 to 2011, she was active in the private equity sector. As the Vice President for Portfolio & Fund Operations of Innova Capital, she supervised its portfolio companies. Subsequently, as the Partner in charge of Investor Relations at Enterprise Investors, she was responsible for fundraising and investor relations. In 2011, she joined one of the leading Polish banks: BGŻ (currently controlled by BNP Paribas) as a non-executive director of the Supervisory Board and the Audit Committee. From 2013 to 2015, she served as the Vice President of the BGŻ Management Board. Since May 2017, she has been a Partner at Abris Capital Partners, a private equity fund manager investing in Central Europe, where she has been responsible for investor relations, public relations, ESG (responsible investing standards) and supervision of selected portfolio companies. She is also a member of the Abris Management Committee.

**Maria Pasło-Wiśniewska** has stated that she has knowledge in the area of accounting and auditing of financial statements. She is an economist and has Ph.D. in sociology; she graduated from the University of Economics in Poznań and the Kellogg School of Management, Northwestern University in Chicago. She gained knowledge of accounting and audit throughout her long management practice, during which the banks, financial institutions and corporations she managed successfully implemented their strategies and achieved, or even exceeded, the intended goals and the expected value for shareholders. She started her professional career at the National Bank of Poland (NBP). Between 1988 and 1996, she worked in Wielkopolski Bank Kredytowy in Poznań, reaching the position of Vice-President of the Management Board. In 1997, she was the CEO of SKARBIEC Investment Fund Company. In 1998–2003, as the President of the Management Board of Pekao S.A., she effected a merger of four banks from the Pekao Group.

**Jean-Michel Thibaud** is the Orange Group Deputy CFO in charge of controlling. He is a graduate of the Centrale-Supélec engineer school and Institute of Political Sciences in Paris. He started his career working seven years in the banking sector in the areas of export and structured and project finance. He joined Orange as a manager, then head of project finance, and became the Orange Group Treasurer in 2008 until 2012, covering debt raising (bonds, corporate, project, structured finance), relationship with rating agencies and equity capital markets, as well as cash management and customer financing. Between 2013 and 2019, he

acted as CFO and Senior VP, Strategy, Transformation & General Services at Orange Business Services. Orange Business Services is a worldwide provider of IT and telecom services for large corporations.

- (3) The following persons have stated that they have knowledge and skills in the field in which Orange Polska operates, indicating the respective ways in which they have acquired such knowledge and skills as described below: John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD, Marc Ricau and Jean-Michel Thibaud.

**John Russell Houlden** holds 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 (CIMA), a Chartered Global Management Accountant (CGMA) and a Fellow of the Association of Corporate Treasurers (ACT). Prior to joining the Supervisory Board of Orange Polska, his knowledge of telecommunications was largely based on his experience as Finance Director of BT Networks & Information Services, Finance Director of BT Wholesale and Chief Financial Officer of Telecom New Zealand whilst his broader strategic, operational, commercial and transformational capabilities were also based on his experience in a variety of financial roles in ICI and as Chief Financial Officer of United Utilities Group.

**Monika Nachyła** is a non-executive director with many years of international, C-suite experience in the areas of private equity, investor relations, banking, operational financial management and strategy development. She is a graduate of the Warsaw School of Economics. She holds also post-graduate diplomas in social psychology and agriculture. She started her professional career as an auditor at Arthur Andersen in Warsaw and Salustro Reydel in Paris. Between 1995 and 2000, she held a position of CFO at Sanofi-Synthelabo. From 2000 to 2011, she was active in the private equity sector. As the Vice President for Portfolio & Fund Operations of Innova Capital, she supervised its portfolio companies. Subsequently, as the Partner in charge of Investor Relations at Enterprise Investors, she was responsible for fundraising and investor relations. In 2011, she joined one of the leading Polish banks: BGŻ (currently controlled by BNP Paribas) as a non-executive director of the Supervisory Board and the Audit Committee. From 2013 to 2015, she served as the Vice President of the BGŻ Management Board responsible for strategy and development, as well as the bank's strategic agribusiness division. Since May 2017, she has been a Partner at Abris Capital Partners, a private equity fund manager investing in Central Europe, where she has been responsible for investor relations, public relations, ESG (responsible investing standards) and supervision of selected portfolio companies. She is also a member of the Abris Management Committee.

**Maria Pasło-Wiśniewska** is an economist and has Ph.D. in sociology; she graduated from the University of Economics in Poznań and the Kellogg School of Management, Northwestern University in Chicago. She began her professional career at the National Bank of Poland (NBP). Between 1988 and 1996 she worked in Wielkopolski Bank Kredytowy in Poznań, reaching the position of Vice-President of the Management Board. In 1997 she was the CEO of SKARBIEC Investment Fund Company. In 1998–2003, as the President of the Management Board of Pekao S.A., she effected a merger of four banks from the Pekao Group, followed by privatisation and restructuring of the bank. Between 2008 and 2012, she served as the President of the Management Board of the Corporation of European Pharmaceutical Distributors NV in Amsterdam.

**Marc Ricau** has been working in the France Telecom (Orange) Group since 1986. He is a graduate of IEP (Sciences Po Paris) and ENSPTT School, and has a master degree in statistical and software techniques. During his professional career in telecommunications he served in various positions both abroad and in France, mainly in sales and customer service, but also finance and network management. He joined Orange AMEA (Africa, Middle East and Asia) in 2009 as Country and Partnerships Vice-President for the zone. He served as a Member of Supervisory Boards of several subsidiaries in Africa (Orange Mali, Orange Guinea, Orange Niger, Orange Bissau and Sonatel Multimedia) until early 2013. In October 2012, Marc Ricau joined the Orange Europe Division as Vice-President of Poland Operations. In July 2015 he was appointed a Member of the Management Board of Orange Slovensko a.s., and in June 2017 he was appointed a Member of the Supervisory Board of the Company. He is also a Member of the Board of Directors of Nadacia Orange (Orange Foundation) in Slovakia.

**Jean-Michel Thibaud** is the Orange Group Deputy CFO in charge of controlling. He is a graduate of the Centrale-Supélec engineer school and Sciences Po Paris. He started his career working seven years in the banking sector in the areas of export and structured and project finance. He joined Orange as a manager, then head of project finance, and became the Orange Group Treasurer in 2008 until 2012, covering debt raising (bonds, corporate, project, structured finance), relationship with rating agencies and equity capital markets, as well as cash management and customer financing. Between 2013 and 2019, he acted as CFO and Senior VP, Strategy, Transformation & General Services at Orange Business Services. Orange Business Services is a worldwide provider of IT and telecom services for large corporations.

- (4) An audit firm auditing the financial statements of Orange Polska, i.e. KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k., provided authorised non-audit services to the Company. Therefore, Orange Polska assessed the independence of the audit firm and the Audit Committee approved the provision of the services.
- (5) The key elements of the audit firm selection policy and the policy for provision of authorised non-audit services by an audit firm conducting the audit, entities affiliated with that audit firm or a member of their networks:

1. The body authorised to select an audit firm is the Supervisory Board of Orange Polska. The Supervisory Board shall make the selection based on a prior recommendation of the Audit Committee.
  2. The Audit Committee in its recommendation shall:
    - indicate the audit firm which it proposes to entrust with the audit;
    - state that the recommendation is free from third party influence;
    - state that the Company has not entered into any agreements containing clauses that restrict the ability of the Supervisory Board to select an audit firm for the purposes of the statutory audit of the Company's financial statements to certain categories or lists of audit firms.
  3. Where the selection of an audit firm does not concern the extension of an audit agreement, the recommendation of the Audit Committee shall:
    - contain at least two options for selecting an audit firm with justification, indicating the Audit Committee's justified preference for one of them;
    - be drawn up according to the selection procedure specified below.
  4. Selection Procedure
    - 4.1. The Company shall invite any audit firms to submit proposals for provision of the audit service, provided that:
      - it does not infringe the principle that after the expiry of the maximum duration of engagement, neither the statutory auditor or the audit firm nor, where applicable, any members of their networks within the European Union shall undertake the audit of the Company within the following four-year period;
      - the organisation of the tender procedure does not preclude the participation in the selection procedure of firms which received less than 15% of the total audit fees from public-interest entities in the Member State of the European Union concerned in the previous calendar year, included in the list of audit firms that carried out statutory audits in public-interest entities during the preceding year.
    - 4.2. The Company shall prepare the tender dossier for the attention of the invited audit firms, which shall contain transparent and non-discriminatory selection criteria to be used by the Company to evaluate the proposals made by audit firms.
    - 4.3. The Company shall evaluate the proposals made by audit firms in accordance with the selection criteria defined in the tender dossier.
    - 4.4. The Audit Committee shall discuss with the audit firm, upon its request, the threats to its independence and the safeguards to mitigate those threats, as documented by the audit firm. The audit firm shall confirm annually in writing to the Audit Committee that the statutory auditor, the audit firm as well as its partners, senior managers and managers conducting the statutory audit are independent from the audited company.
  5. The Company has the right to grant a further engagement referred to in Article 17(6) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 – based on the consent of the Financial Supervisory Authority.
  6. In the course of the selection procedure, the Supervisory Board shall account for the experience of the audit team in auditing financial statements of companies, including those listed on the stock exchange, as well as competences and financial criteria.
  7. The selection decision shall be taken with the consideration of the principles of impartiality and independence of the audit firm as well as the analysis of the work performed by the latter in the Company that go beyond the scope of the audit in order to avoid any conflict of interest.
  8. If the decision of the Supervisory Board regarding the selection of an audit firm departs from the recommendation of the Audit Committee, the Supervisory Board shall justify in writing the reasons for not following the recommendation of the Audit Committee and submit such justification to the General Meeting.
- (6) The recommendation for selecting KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. to audit financial statements complied with the mandatory legal provisions and the audit firm selection policy and procedures at Orange Polska.
- (7) The Audit Committee held six meetings in 2022.