



Annual General Meeting

of Orange Polska S.A.

Warszawa, 29 June 2023

Current report 10/2023
Orange Polska S.A. – Warsaw, Poland
2 June 2023

Pursuant to art. 19, clause 1, item 1 of the Decree of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state, the Management Board of Orange Polska S.A. informs about summoning the Annual General Meeting.

ANNOUNCEMENT
of the Management Board of Orange Polska
on the Annual General Meeting

I. Date, time and venue of the Annual General Meeting and detailed Agenda

The Management Board of Orange Polska Spółka Akcyjna (hereinafter referred to as 'Orange Polska S.A.' or 'the Company') with its registered seat in Warsaw, entered in the companies' register maintained by the Regional Court for the Capital City of Warsaw, 12th Business Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of Orange Polska S.A., convenes the **Annual General Meeting** of Orange Polska S.A. ('General Meeting') to be held on **29 June 2023, (Thursday)** at **11:00 CET**, in Warsaw, at Orange Polska S.A. headquarters at Aleje Jerozolimskie 160 ('Company's headquarters'), building E, ground floor, the conference hall – K/CK.

Agenda:

- 1) opening of the Meeting;
- 2) election of the Chairman;

Resolution no. 1 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on nomination of the Chairman of the Annual General Meeting

- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) review of:
 - a) the Orange Polska S.A. separate financial statements for the 2022 financial year,
 - b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2022 financial year,
 - c) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A., and the IFRS consolidated financial statements for the 2022 financial year,
 - d) the Report of the Orange Polska S.A. Supervisory Board for the 2022 financial year,
 - e) the Management Board's motion on distribution of undivided profits and covering of the uncovered losses of Orange Polska S.A. in connection with the takeover in 2022 of TP TelTech sp. z o.o.,

5) adoption of the following resolutions concerning:

- a) approval of Orange Polska S.A. separate financial statements for the 2022 financial year,

Resolution no 2 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on approval of the Orange Polska S.A. IFRS financial statements for 2022

- b) distribution of the Orange Polska S.A. profit for the 2022 financial year,

Resolution no 3 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on distribution of Orange Polska S.A. profit for the 2022 financial year

- c) distribution of undivided profits and covering of the uncovered losses of Orange Polska S.A. in connection with the takeover in 2022 of TP TelTech sp. z o.o.,

Resolution no 4 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on distribution of undivided profits and covering of the uncovered losses of Orange Polska S.A.

- d) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2022 financial year,

Resolution no 5 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2022 financial year

- e) approval of the Orange Polska Group consolidated financial statements for the 2022 financial year,

Resolution no 6 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on approval of the IFRS consolidated financial statements for 2022 financial year

- f) approval of the Supervisory Board report for the 2022 financial year,

Resolution no 7 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on approval of the Supervisory Board report for the 2022 financial year

- g) on granting approval of the performance of duties of the members of Orange Polska S.A. governing bodies in the financial year 2022,

Resolution no 8 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on granting approval of the performance of duties of the Management Board's President of Orange Polska S.A.

Resolutions no 9 – 15 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on granting approval of the performance of duties of the Management Board's member of Orange Polska S.A.

Resolutions no 16 – 30 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on granting approval of the performance of duties of the Supervisory Board member of Orange Polska S.A.

NOTE: each resolution will be voted separately

h) on granting approval of the performance of duties of the members of TelTech sp. z o.o. governing bodies in the financial year 2022,

Resolution no 31 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on granting approval of the performance of duties of the Management Board's President of TP TelTech sp. z o.o.

Resolutions no 32 – 33 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on granting approval of the performance of duties of the Management Board's member of TP TelTech sp. z o.o.

Resolutions no 34 – 38 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on granting approval of the performance of duties of the Supervisory Board member of TP TelTech sp. z o.o.

NOTE: each resolution will be voted separately

- 6) adoption of the resolution on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board,

Resolution no 39 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on adoption of the resolution on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board

- 7) adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.,

Resolution no 40 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on the adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

- 8) change in the rules of remuneration for the members of the Supervisory Board,

Resolution no 41 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on rules of remuneration for the members of the Supervisory Board

- 9) changes in the Supervisory Board's composition,

Resolution no 42 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on appointment of a Supervisory Board member

*/Voting on appointment of Ms. **Clarisse Heriard Dubreuil**/*

Resolution no 43 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on appointment of a Supervisory Board member

*/Voting on appointment of Mr. **John Russell Houlden**/*

Resolution no 44 of Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on appointment of a Supervisory Board member

*/Voting on appointment of Mr. **Laurent Martinez**/*

NOTE: the ordinal numbers of the resolutions and the names of the candidates to the Supervisory Board may change due to the potential motions of the shareholders indicated before and/or during the Annual General Meeting.

10) closing of the Meeting.

II. Information on participation rights in the General Meeting of Orange Polska S.A.

1. Shareholder's right to request for certain issues to be put on the General Meeting's agenda and to table draft resolutions

- 1) Pursuant to art. 401 § 1 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital have the right to put issues on the General Meeting agenda. The request shall contain the following:
 - a) the justification or a draft resolution on the proposed item,
 - b) an updated office copy of the entries in the companies' register or any other equivalent document confirming representation to act in the petitioner's name – regards the shareholders that are legal persons or entities that have no legal personality,
 - c) a document confirming ownership of such number of shares that authorises to place the request.

The request shall be filed with the Management Board in writing at the Company's headquarters, or sent by e-mail to the wza@orange.com (pdf file), at least 21 days prior to the date of the General Meeting, i.e., on **9 June 2023** at the latest.

- 2) The Management Board shall immediately, and not later than at least 18 days prior to the planned date of the General Meeting, i.e. by **12 June 2023**, announce changes to the agenda introduced upon Shareholders' request. The announcement shall be made in the manner appropriate to convene the General Meeting.
- 3) Pursuant to art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital and authorised to participate in the General Meeting have the right to table draft resolutions on issues on the General Meeting agenda or those to be put on the agenda. The drafts shall be filed with the Management Board in writing at the Company's headquarters, or sent by e-mail to the address wza@orange.com (pdf file). The request with the draft resolution shall be accompanied by the documents referred to in points 1b) and 1c).
- 4) The Company may take actions proportional to the purpose to identify the Shareholder or Shareholders and verify the validity of the documents submitted, referred to in points 1) and 3).

- 5) Pursuant to art. 401 § 5 of the Commercial Companies Code, each Shareholder authorised to participate in the General Meeting may, during the General Meeting, table draft resolutions on the issues that have been put on the agenda.

2. Exercise of their voting right by the proxy holder

- 1) A Shareholder being natural person may participate in the General Meeting and exercise his/her voting right in person or by a proxy holder.

A Shareholder not being natural person may participate in the General Meeting and exercise its voting right through a person authorised to make statements of will in its name or by a proxy holder.

- 2) The proxy shall be made in writing, otherwise null and void, and it shall be appended to the General Meeting minutes or made in electronic form. The form of the proxy authorising to exercise the voting right by a proxy holder is available at the Company's website: www.orange-ir.pl (pdf file).
- 3) Orange Polska S.A. shall be notified about a proxy in electronic form at least 3 working days prior to the General Meeting, i.e. on **26 June 2023** at **16:00 CET** at the latest by e-mail sent to wza@orange.com containing a scan of proxy signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent such Shareholder.
- 4) Orange Polska S.A. shall take relevant steps to identify the Shareholder and the proxy holder in order to verify the validity of the proxy made in electronic form. The verification may mean a feedback by e-mail or by telephone asking the Shareholder and/or the proxy holder to confirm the representation and the scope of the proxy. Orange Polska S.A. thereby represents that any failure to respond to such verification shall be treated as failure to grant proxy and shall give grounds for such proxy holder to be denied access to the General Meeting.
- 5) The right to represent a Shareholder not being a natural person shall be derived from an office copy of the relevant register (placed in original or in a copy confirmed by notary), or other equivalent document or from the proxy, to be presented when checking the attendance list or sent in electronic form (pdf file). A person/persons granting proxy on behalf of the Shareholder that is not natural person shall be entered in the updated office copy of the relevant register.
- 6) A management board member and an employee of the Company may act as proxy holders at the General Meeting. If a management board member or a supervisory board member or an employee of the Company or a member of a subsidiary's bodies or its employee is a proxy holder at the General Meeting, the proxy may authorise to represent exclusively at a single General Meeting.
- 7) The proxy holder, referred to in point 6) shall notify the Shareholder about any circumstances that indicate or may indicate a conflict of interest. Further representation shall be forbidden.
- 8) The proxy holder, referred to in point 6) shall vote in line with the instructions received from the Shareholder.

3. The possibility and mode of participating in the General Meeting by means of electronic communication

- 1) The Company allows for participation in the General Meeting by means of electronic communication.
- 2) Shareholder or a proxy holder intending to participate in the General Meeting in the manner referred to in point 1), is obliged to notify this intention to the Company using electronic means of communication no later than 3 working days prior to the date of the General Meeting, i.e. on **26 June 2023** at the latest at: wza@orange.com.
- 3) Using the above mentioned form of participation in the General Meeting shall be possible via a link which will be sent to the Shareholder or a proxy after positive verification of his/her rights, 2 working days prior to the date of the General Meeting, i.e. on **27 June 2023** by **16:00 CET** at the latest.
- 4) Detailed rules and conditions for the participation in the General Meeting by means of electronic communication are specified in the Annex to this announcement.

4. The method of communication at the General Meeting by means of electronic communication

The Company allows Shareholders to communicate by electronic means only (chat) at the General Meeting under the conditions specified in the Annex to this announcement.

5. The procedure for casting votes by correspondence or by electronic means

- 1) The Company does not allow for executing the voting right by correspondence.
- 2) The Company allows for executing the voting right by means of electronic communication under the conditions specified in the Annex to this announcement

6. The record date

The 16th day prior to the date of the General Meeting, i.e., **13 June 2023** shall be the record date.

7. The right to participate in the General Meeting

- 1) Only the persons being Orange Polska S.A. Shareholders as of the record date, i.e., **13 June 2023**, shall have the right to participate in the General Meeting. Personal certificate of entitlement to attend the General Meeting is issued by the entity operating a securities account, not later than in the first working day after the day of registration, i.e. **14 June 2023**.
- 2) The list of Shareholders authorised to participate in the General Meeting shall be made pursuant to the data received from the National Securities Depository (KDPW). It is however recommended that the Shareholders had bearer certificates of their right to participate in the General Meeting issued by the entity maintaining the securities account.
- 3) Shareholders shall be allowed to take part in the General Meeting on producing their identity document, while proxy holders shall be allowed to take part in the General Meeting on producing their identity document and the proxy made in writing or by electronic means. Representatives of legal persons or entities not having legal personality shall additionally produce updated office copies of relevant registers with persons authorised to represent the entities entered in it.

- 4) The list of Shareholders entitled to participate in the General Meeting will be available at the Company's headquarters three working days before the General Meeting, i.e. from **26 June 2023**.
- 5) Any Shareholder may demand that the list of Shareholders entitled to participate in the General Meeting be e-mailed free of charge to the e-mail address indicated by them. If she/he is not included in the list of Shareholders entitled to participate in the General Meeting, the Company may demand the presentation of documents confirming that the demanding party is truly a Shareholder on the date of forming such a demand.

III. Access to documentation and other information

- 1) Any information and documents to be presented to the General Meeting together with draft resolutions, shall be placed at the Company's website: www.orange-ir.pl in AGM section beginning on the day the General Meeting has been convened.
- 2) The Management Board's report on the activities, financial statements, the Supervisory Board's report and audit reports are posted on the Company's website at: www.orange-ir.pl.
- 3) Beginning on **22 June 2023**, a Shareholder shall have the right to request a copy of motions on the issues on agenda.
- 4) The proceedings of the General Meeting will be transmitted via the Internet. The link to the transmission enabling real-time reception of the General Meeting in Polish and English will be posted on the Company's website www.orange-ir.pl a week prior to the General Meeting.
- 5) Information related to the processing of personal data by the Company is available at: www.orange-ir.pl.

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on nomination of the Chairman of the Annual General Meeting

§ 1

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

§ 2

The resolution enters into force upon adoption.

point 4.

of the meeting agenda

Review of:

- a) the Orange Polska S.A. separate financial statements for the 2022 financial year,
- b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2022 financial year,
- c) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A., and the IFRS consolidated financial statements for the 2022 financial year,
- d) the Report of the Orange Polska S.A. Supervisory Board for the 2022 financial year,
- e) the Management Board's motion on distribution of undivided profits and covering of the uncovered losses of Orange Polska S.A. in connection with the takeover in 2022 of TP TelTech sp. z o.o.,

Uchwała nr 3/23

(Resolution no.3/23)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 15.02.2023

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie przyjęcia jednostkowego sprawozdania finansowego Orange Polska S.A. za rok obrotowy 2022 sporządzonego według Międzynarodowych Standardów Sprawozdawczości Finansowej

on approval of the IFRS separate financial statements of Orange Polska S.A. for 2022

§ 1

Zarząd Orange Polska S.A. przyjmuje sprawozdanie finansowe Spółki Orange Polska S.A. za rok obrotowy 2022 sporządzone według Międzynarodowych Standardów Sprawozdawczości Finansowej, w skład którego wchodzi:

- 1) rachunek zysków i strat za 2022 rok, wykazujący zysk netto w kwocie 757 mln zł (słownie: siedemset pięćdziesiąt siedem milionów złotych),
- 2) sprawozdanie z całkowitych dochodów za 2022 rok, wykazujące całkowite dochody ogółem w kwocie 1.123 mln zł (słownie: jeden miliard sto dwadzieścia trzy miliony złotych),
- 3) sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2022 roku, zamykające się sumą bilansową 25.279 mln zł (słownie: dwadzieścia pięć miliardów dwieście siedemdziesiąt dziewięć milionów złotych),
- 4) sprawozdanie ze zmian w kapitale własnym za 2022 rok, wykazujące zwiększenie stanu kapitałów własnych o kwotę 696 mln zł (słownie: sześćset dziewięćdziesiąt sześć milionów złotych),
- 5) sprawozdanie z przepływów pieniężnych za 2022 rok, wykazujące zwiększenie stanu środków pieniężnych i ekwiwalentów środków pieniężnych o kwotę 29 mln zł (słownie: dwadzieścia dziewięć milionów złotych),
- 6) noty do sprawozdania finansowego.

§ 2

Sprawozdanie, o którym mowa w § 1, stanowi załącznik nr 1 do niniejszej uchwały.

§ 3

1. Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem o rozpatrzenie i zatwierdzenie sprawozdania, o którym mowa w § 1.
2. Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej sprawozdanie, o którym mowa w § 1, celem dokonania jego oceny.

§ 1

Orange Polska S.A. Management Board approves the Orange Polska S.A. IFRS separate financial statements for the 2022 financial year, which include:

- 1) income statement for 2022 showing net income of PLN 757 million (in words: PLN seven hundred and fifty seven million),
- 2) statement of comprehensive income for 2022 showing total comprehensive income of PLN 1,123 million (in words: PLN one billion one hundred and twenty three million),
- 3) statement of financial position as at 31 December 2022, with the balance sheet total of PLN 25,279 million (in words: PLN twenty five billion two hundred and seventy nine million),
- 4) statement of changes in equity for 2022 showing an increase in equity by PLN 696 million (in words: PLN six hundred and ninety six million),
- 5) statement of cash flows for 2022 showing an increase in cash and cash equivalents by PLN 29 million (in words: PLN twenty nine million),
- 6) notes to the financial statements.

§ 2

The statements, referred to in § 1, have been included in attachment 1 to hereby resolution.

§ 3

1. Orange Polska S.A. Management Board requests the Annual General Meeting to review and approve the statements, referred to in § 1.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the statements, referred to in § 1 for appraisal.

3. Projekt stosownej uchwały Zwyczajnego Walnego Zgromadzenia stanowi załącznik nr 2 do niniejszej uchwały.
3. The draft resolution of the Annual General Meeting has been included in attachment 2 to hereby resolution.

(English text of the resolution is the translation)

Julien Ducarroz

Jolanta Dudek

Bożena Leśniewska

Witold Drożdż

Piotr Jaworski

Jacek Kowalski

Jacek Kunicki

Maciej Nowohoński

Financial statements

of Orange Polska S.A. for 2022

(separate document)

Uchwała nr 5/23

(Resolution no.)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 15.02.2023

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie wniosku Zarządu Orange Polska S.A. dotyczącego podziału zysku Orange Polska S.A.

on Management Board's motion on distribution of the Orange Polska S.A. profit

§ 1

Zarząd Orange Polska S.A. przyjmuje następujący wniosek dotyczący podziału zysku netto Spółki Orange Polska S.A. za rok obrotowy 2022 w kwocie – 756.729.492,64 zł (słownie: siedemset pięćdziesiąt sześć milionów siedemset dwadzieścia dziewięć tysięcy czterysta dziewięćdziesiąt dwa złote sześćdziesiąt cztery grosze):

- 1) na dywidendę – 459.325.117,65 zł (słownie: czterysta pięćdziesiąt dziewięć milionów trzysta dwadzieścia pięć tysięcy sto siedemnaście złotych sześćdziesiąt pięć groszy).
Kwota dywidendy wynosić będzie 0,35 zł (słownie: trzydzieści pięć groszy) na każdą uprawnioną akcję.
- 2) na kapitał rezerowy, o którym mowa w § 30 ust. 3 Statutu Spółki – 15.134.589,85 zł (słownie: piętnaście milionów sto trzydzieści cztery tysiące pięćset osiemdziesiąt dziewięć złotych osiemdziesiąt pięć groszy).
- 3) na kapitał rezerowy – 282.269.785,14 zł (słownie: dwieście osiemdziesiąt dwa miliony dwieście sześćdziesiąt dziewięć tysięcy siedemset osiemdziesiąt pięć złotych czternaście groszy).

§ 2

Przeniesione na kapitał rezerowy kwoty, o których mowa w § 1 pkt. 3 będą mogły być przeznaczone na wypłatę dywidendy.

§ 3

- 1) Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem dotyczącym podziału zysku netto Orange Polska S.A. za rok obrotowy 2022 zgodnie z brzmieniem § 1.
- 2) Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej wniosek, o którym mowa w § 1 celem dokonania jego oceny.
- 3) Projekt stosownej uchwały Zwyczajnego Walnego Zgromadzenia stanowi załącznik do niniejszej uchwały.

§ 1

Orange Polska S.A. Management Board adopts the following motion on distribution of the Orange Polska S.A. net income for the 2022 financial year of PLN 756,729,492.64 (in words: PLN seven hundred and fifty six million seven hundred and twenty nine thousand four hundred and ninety two 64/100):

- 1) for a dividend – PLN 459,325,117.65 (in words: PLN four hundred and fifty nine million three hundred and twenty five thousand one hundred and seventeen 65/100).

The amount of dividend shall be PLN 0.35 (in words: thirty five groszy) for each entitled share.
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,134,589.85 (in words: PLN fifteen million one hundred and thirty four thousand five hundred and eighty nine 85/100).
- 3) to the reserve capital – PLN 282,269,785.14 (in words: PLN two hundred and eighty two million two hundred and sixty nine thousand seven hundred and eighty five 14/100).

§ 2

The amounts allocated to the reserve capital, referred to in § 1 point 3 may be distributed as a dividend.

§ 4

- 1) Orange Polska S.A. Management Board decides to move to the Annual General Meeting a motion on distribution of the Orange Polska S.A. profit for the 2022 financial year in accordance with the wording of § 1.
- 2) Orange Polska S.A. Management Board decides to submit to the Supervisory Board a motion, referred to in § 1 for appraisal.
- 3) Draft of the relevant Annual General Meeting resolution has been included in attachment to this resolution.

(English text of the resolution is the translation)

Uchwała nr 22/23

(Resolution no. 22/23)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 25.05.2023

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie zmiany uchwały nr 5/23 Zarządu Orange Polska S.A.

on amendment of the Resolution No. 5/23 of the Management Board of Orange Polska S.A.

§ 1

- 1) Zarząd Orange Polska S.A. postanawia zmienić załącznik przyjęty uchwałą nr 5/23 w sprawie wniosku Zarządu Orange Polska S.A. dotyczącego podziału zysku Orange Polska S.A., w zakresie:
 - a) ustalenia Dnia Dywidendy oraz
 - b) ustalenia terminu wypłaty dywidendy.
- 2) Projekt stosownej uchwały Zwyczajnego Walnego Zgromadzenia, uwzględniającej zmiany, o których mowa w ust. 1 powyżej stanowi załącznik do niniejszej uchwały.

§ 1

- 1) Orange Polska S.A. Management Board decides to change the attachment adopted by the resolution No. 5/23 on the Management Board's motion on distribution of the Orange Polska S.A. profit., in the scope of:
 - a) determining of the Dividend Day and
 - b) determining the date of dividend payment.
- 2) Draft of the relevant Annual General Meeting resolution, taking into account the changes referred to in par. 1 above constitutes an appendix to this resolution.

(English text of the resolution is the translation)

Julien Ducarroz

Jolanta Dudek

Bożena Leśniewska

Witold Drożdż

Piotr Jaworski

Jacek Kowalski

Jacek Kunicki

Maciej Nowohoński

Uchwała nr 4/23

(Resolution no.4/23)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 15.02.2023

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie przyjęcia sprawozdania Zarządu z działalności Grupy Kapitałowej Orange Polska oraz Orange Polska S.A. w roku obrotowym 2022 i skonsolidowanego sprawozdania finansowego za rok obrotowy 2022 sporządzonego według Międzynarodowych Standardów Sprawozdawczości Finansowej

on approval of the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2022 and IFRS consolidated financial statements for 2022

§ 1

Zarząd Orange Polska S.A. przyjmuje sprawozdanie Zarządu z działalności Grupy Kapitałowej Orange Polska oraz Orange Polska S.A. w roku obrotowym 2022.

§ 1

Orange Polska S.A. Management Board approves the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2022.

§ 2

Zarząd Orange Polska S.A. przyjmuje skonsolidowane sprawozdanie finansowe Grupy Kapitałowej Orange Polska za rok obrotowy 2022 sporządzone według Międzynarodowych Standardów Sprawozdawczości Finansowej, w skład którego wchodzi:

§ 2

Orange Polska S.A. Management Board approves the Orange Polska Group IFRS consolidated financial statements for the 2022 financial year, which include:

- 1) skonsolidowany rachunek zysków i strat za 2022 rok, wykazujący zysk netto w kwocie 724 mln zł (słownie: siedemset dwadzieścia cztery miliony złotych), w tym zysk netto przypisany właścicielom Orange Polska S.A. w kwocie 724 mln zł (słownie: siedemset dwadzieścia cztery miliony złotych),
 - 2) skonsolidowane sprawozdanie z całkowitych dochodów za 2022 rok, wykazujące całkowite dochody ogółem w kwocie 1.174 mln zł (słownie: jeden miliard sto siedemdziesiąt cztery miliony złotych), w tym całkowite dochody ogółem przypisane właścicielom Orange Polska S.A. w kwocie 1.174 mln zł (słownie: jeden miliard sto siedemdziesiąt cztery miliony złotych),
 - 3) skonsolidowane sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2022 roku, zamykające się sumą bilansową 26.766 mln zł (słownie: dwadzieścia sześć miliardów siedemset sześćdziesiąt sześć milionów złotych),
 - 4) skonsolidowane sprawozdanie ze zmian w kapitale własnym za 2022 rok, wykazujące zwiększenie stanu kapitału własnego razem o kwotę 842 mln zł (słownie: osiemset czterdzieści dwa miliony złotych), w tym zwiększenie stanu kapitału własnego przypisanego właścicielom Orange Polska S.A. o kwotę 842 mln zł (słownie: osiemset czterdzieści dwa miliony złotych),
 - 5) skonsolidowane sprawozdanie z przepływów pieniężnych za 2022 rok, wykazujące zwiększenie stanu środków pieniężnych i ekwiwalentów środków pieniężnych o kwotę
- 1) consolidated income statement for 2022 showing net income of PLN 724 million (in words: PLN seven hundred and twenty four million), including net income attributable to owners of Orange Polska S.A. of PLN 724 million (in words: PLN seven hundred and twenty four million),
 - 2) consolidated statement of comprehensive income for 2022 showing total comprehensive income of PLN 1,174 million (in words: PLN one billion one hundred and seventy four million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 1,174 million (in words: PLN one billion one hundred and seventy four million),
 - 3) consolidated statement of financial position as at 31 December 2022, with the balance sheet total of PLN 26,766 million (in words: PLN twenty six billion seven hundred and sixty six million),
 - 4) consolidated statement of changes in equity for 2022 showing an increase in total equity by PLN 842 million (in words: PLN eight hundred and forty two million), including an increase in equity attributable to owners of Orange Polska S.A. by PLN 842 million (in words: PLN eight hundred and forty two million),
 - 5) consolidated statement of cash flows for 2022 showing an increase in cash and cash equivalents by PLN 91 million (in words: PLN ninety one million),

91 mln zł (słownie: dziewięćdziesiąt jeden milionów złotych),

6) noty do skonsolidowanego sprawozdania finansowego.

6) notes to the consolidated financial statements.

§ 3

Sprawozdania, o których mowa w § 1 i § 2, stanowią załącznik nr 1 do niniejszej uchwały.

§ 3

The reports and statements, referred to in § 1 and § 2, have been included in attachment 1 to hereby resolution.

§ 4

1. Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem o rozpatrzenie i zatwierdzenie sprawozdań, o których mowa w § 1 i § 2.
2. Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej sprawozdania, o których mowa w § 1 i § 2, celem dokonania ich oceny.
3. Projekty stosownych uchwał Zwyczajnego Walnego Zgromadzenia stanowią załączniki nr 2 i 3 do niniejszej uchwały.

§ 4

1. Orange Polska S.A. Management Board requests the Annual General Meeting to review and approve the report and statements, referred to in § 1 and § 2.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the report and statements, referred to in § 1 and § 2 for appraisal.
3. The draft resolutions of the Annual General Meeting have been included in attachments 2 and 3.

(English text of the resolution is the translation)

Julien Ducarroz

Jolanta Dudek

Bożena Leśniewska

Witold Drożdż

Piotr Jaworski

Jacek Kowalski

Jacek Kunicki

Maciej Nowochoński

Consolidated financial statements

and the Management Board's report on the activity of
Orange Polska Group and Orange Polska S.A. for 2022

(separate document)

Uchwała nr 11/23

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 14.02.2023 r.

w sprawie przyjęcia oceny sprawozdań finansowych oraz sprawozdania Zarządu z działalności za rok obrotowy 2022

Na podstawie art. 382 Kodeksu spółek handlowych oraz § 23 ust. 2 pkt 1-3 i ust. 3 Statutu Spółki, uchwała się, co następuje:

§ 1

Rada Nadzorcza przyjmuje ocenę sprawozdań finansowych oraz sprawozdania Zarządu z działalności Orange Polska S.A. i Grupy Kapitałowej Orange Polska za rok obrotowy 2022, stanowiącą załącznik do niniejszej uchwały oraz postanawia przedłożyć ją Zwyczajnemu Walnemu Zgromadzeniu.

§ 2

Uchwała wchodzi w życie z chwilą podpisania ostatniego z następujących dokumentów:

- (i) sprawozdań Zarządu, o których mowa w § 1 oraz
- (ii) raportu biegłego rewidenta z badania ww. sprawozdań

w wersji zaprezentowanej Radzie Nadzorczej w dniu 14 lutego 2023 r.

on adoption of the appraisal of the financial statements and the Management Board's report on activity for the 2022 financial year

Pursuant to article 382 of the Commercial Companies Code and § 23 clause 2 items 1-3 and clause 3 of the Company's Articles of Association, the following is resolved:

§ 1

The Supervisory Board adopts the appraisal of the financial statements and the Management Board's report on activity of Orange Polska S.A. and Orange Polska Capital Group for the 2022 financial year, annexed hereto, and decides to submit it to the Annual General Meeting.

§ 2

The resolution enters into force upon signing the last of the following documents:

- (i) the Management Board's reports referred to in § 1 and
- (ii) the statutory auditor's report on the audit of the above-mentioned reports

as presented to the Supervisory Board on 14 February 2023.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Ramon Fernandez

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. John Russell Houlden

8. Mari-Noëlle Jégo-Laveissière

9. Patrice Lambert de Diesbach

10. Monika Nachyła

11. Maria Pasto-Wiśniewska

12. Wioletta Rosołowska

13. Jean-Michel Thibaud

14. Jean-Marc Vignolles

Attachment

*to the Supervisory Board resolution
no. 11/23 dated 14 February 2023*

**APPRAISAL OF THE FINANCIAL STATEMENTS
AND THE MANAGEMENT BOARD'S REPORT ON THE ACTIVITY IN 2022**

The Supervisory Board has examined and appraised the following documents:

- 1) IFRS standalone financial statements of Orange Polska S.A. for 2022, that include:
 - a) income statement for 2022, showing net income of PLN 757 million,
 - b) statement of comprehensive income for 2022, showing total comprehensive income of PLN 1,123 million,
 - c) statement of financial position as at 31.12.2022, with the balance sheet total of PLN 25,279 million,
 - d) statement of changes in equity for 2022, showing an increase in equity by PLN 696 million,
 - e) statement of cash flows for 2022, showing an increase in net cash and cash equivalents by PLN 29 million,
 - f) notes to financial statements;
- 2) Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2022;
- 3) IFRS consolidated financial statements of the Orange Polska Group for 2022, that include:
 - a) consolidated income statement for 2022, showing net income of PLN 724 million, including net income attributable to owners of Orange Polska S.A. of PLN 724 million,
 - b) consolidated statement of comprehensive income for 2022, showing total comprehensive income of PLN 1,174 million, including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 1,174 million,
 - c) consolidated statement of financial position as at 31.12.2022, with the balance sheet total of PLN 26,766 million,
 - d) consolidated statement of changes in equity for 2022, showing an increase in total equity by PLN 842 million, including an increase in equity attributable to owners of Orange Polska S.A. by PLN 842 million,
 - e) consolidated statement of cash flows for 2022, showing an increase in net cash and cash equivalents by PLN 91 million,
 - f) notes to consolidated financial statements.

Having analysed the above-mentioned documents and taking into consideration the independent auditor's reports on the audit of the annual standalone financial statements of Orange Polska S.A. and the consolidated financial statements for the year ended 31 December 2022, the Supervisory Board hereby states that:

- IFRS standalone financial statements of Orange Polska S.A. for 2022,
- Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2022, and
- IFRS consolidated financial statements of the Orange Polska Group for 2022

have been drawn up in compliance with the books and documents, the factual status and mandatory legal provisions, and that they provide a complete and fair picture of the operational and financial standing of Orange Polska S.A. and the Orange Polska Group. The Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2022 has been drawn up in all major aspects on the basis of the financial data contained in the standalone and consolidated financial statements for 2022. The Management Board's Report contains a description of all material events that may have influence on Orange Polska S.A.'s property and financial standing in at least several quarters as well as a description of all material risks.

Uchwała nr 14/23

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 21.04.2023 r.

w sprawie przyjęcia sprawozdania Rady Nadzorczej za rok obrotowy 2022

on adoption of the Supervisory Board's report for the 2022 financial year

Na podstawie art. 382 Kodeksu spółek handlowych oraz § 23 ust. 1 i 2 pkt 1)-3) Statutu Spółki, uchwała się, co następuje:

Pursuant to article 382 of the Commercial Companies Code and § 23 clause 1 and 2 items 1)-3) of the Company's Articles of Association, the following is resolved:

§ 1

Rada Nadzorcza przyjmuje Sprawozdanie za rok obrotowy 2022, stanowiące załącznik do niniejszej uchwały oraz postanawia przedłożyć je Zwyczajnemu Walnemu Zgromadzeniu do zatwierdzenia.

§ 1

The Supervisory Board adopts the Report for the 2022 financial year, annexed hereto, and decides to submit it to the Annual General Meeting for approval.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. John Russell Houlden

8. Patrice Lambert de Diesbach

9. Monika Nachyła

10. Maria Paśło-Wiśniewska

11. Wioletta Rosołowska

12. Jean-Michel Thibaud

13. Jean-Marc Vignolles

Attachment

*to the Supervisory Board resolution
no. 14/23 dated 21 April 2023*

ORANGE POLSKA S.A.

THE SUPERVISORY BOARD'S REPORT

for the 2022 financial year

The Supervisory Board's report for the 2022 financial year includes:

- 1) letter from the Chairman of the Supervisory Board,
- 2) information about the members of the Supervisory Board and its committees,
- 3) information regarding the degree of implementation of the diversity policy applicable to the management board and the supervisory board,
- 4) summary of the activity of the Supervisory Board and its committees,
- 5) appraisal of the fulfilment by the Management Board of information obligations to the Supervisory Board and the manner of providing,
- 6) information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year,
- 7) appraisal of the Management Board's annual reports,
- 8) appraisal of the Management Board's proposal regarding the distribution of profit,
- 9) assessment of the Orange Polska Group's standing,
- 10) assessment of the Group's system of internal control, risk management and compliance systems and the internal audit,
- 11) assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the related disclosure obligations,
- 12) assessment of the rationality of the sponsorship and social policy,
- 13) recommendations for the Annual General Meeting.

1. Letter from the Chairman of the Supervisory Board

Dear Shareholder,

The second year of implementation of our **.Grow** strategy was marked by massive changes in the geopolitical and macroeconomic environment. The outbreak of war in Ukraine, the energy crisis and the highest inflation rate in many years resulted in the exceptional instability of business conditions. However, our strong operating and financial performance in 2022 confirms that Orange Polska has healthy foundations and the right strategy, which has passed the test even in such a difficult environment. The Supervisory Board applauds the efforts of Orange Polska's teams in the face of such unprecedented challenges. I am also glad that the Company is increasingly able to share the benefits of the successful implementation of its strategy with the shareholders in the form of dividends.

Last year was particularly testing for our strategy pillar related to corporate responsibility. On the one hand, it involved the Company's swift and firm response to the refugee crisis related to the war in Ukraine, ranging from dedicated telecommunication offers and hosting refugees in our facilities to a number of grassroots initiatives in which our employees committed their time and resources to provide humanitarian aid. On the other, it required coping with the energy crisis. Owing to newly signed contracts to receive energy from wind farms, we will be able to both stabilise energy costs this year (following a massive surge last year) and significantly reduce CO₂ emissions. The Company has secured its strategic goal in this respect three years ahead of the plan.

Last year, the Supervisory Board and its Strategy Committee analysed the competitive landscape in the market. Upon the acquisition of UPC by Play, a new major player emerged in the convergence market, in which Orange Polska has long been the leader. It was an expected development, which does not change the Company's attitude towards the implementation of its value strategy. In fact, the latter has become even more necessary in the face of high cost inflation. Another topic was the developments around the 5G spectrum auction. In Orange Polska, we are glad that the consultation has finally been launched and we expect a transparent auction process. The C-band will enhance the mobile network capacity and open new business opportunities.

Like every year, the Supervisory Board was also involved in all other decisions of key significance for Orange Polska. We monitored the Management Board's governance in managing the business to ensure that these activities were lawful and compliant with legal provisions and internal standards and policies, as well as appropriate and efficient. At each meeting, the Supervisory Board discussed in detail the Company's current financial and operational results in comparison to the budget adopted at the beginning of the year. More details of the Supervisory Board's assessment of Orange Polska are presented further in this chapter. It is worth noting that with respect to the assurance of the highest corporate governance standards the Supervisory Board instructed the Management Board to strengthen supervision of Orange Polska's subsidiaries.

The frequency of the Supervisory Board and its Committees' meetings mean that we are in close contact with the Management Board. In 2022, five meetings of the Supervisory Board and fifteen meetings of its Committees took place. The average participation rate was 91,4%. Both General Meetings that took place in 2022 enabled shareholders to participate in a fully remote way, which is in line with the best practice in this respect.

Looking forward to 2023, in the opinion of the Supervisory Board, the key tasks for the Management Board include meeting the challenges in the **.Grow** strategy implementation in what continues to be a difficult macroeconomic environment, particularly under the inflationary pressure on operating costs; obtaining 5G spectrum, and the gradual development of a plan for the next strategic period.

While there are clear challenges, I am fully confident that we have adequate resources and assets to meet them – a task in which the management will be supported by the Supervisory Board. Operating in an attractive market, we are guided in our activities by long-term value creation for all our stakeholders.

Maciej Witucki

Chairman of the Supervisory Board

2. Information about the members of the Supervisory Board and its committees

Composition of the Supervisory Board

Composition on 1 January 2022:

1. Maciej Witucki - Chairman
2. Ramon Fernandez - Deputy Chairman
3. Marc Ricau - 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. Dr. Maria Pasło-Wiśniewska - Independent Board Member and Chairman 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

In 2022 the following changes occurred in the composition of the Supervisory Board:

- 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 31 December 2022:

1. Maciej Witucki - Chairman
2. Ramon Fernandez - Deputy Chairman
3. Marc Ricau - 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. Dr. Maria Pasło-Wiśniewska - Independent Board Member and Chairman 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

Ramon Fernandez resigned from the Supervisory Board on 14 February 2023.

Five members of the Supervisory Board met the independence criteria referred to in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision and in the Company's Articles of Association, namely: Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Dr. Maria Pasło-Wiśniewska and Wioletta Rosołowska.

The Supervisory Board assesses that there are no relationships or circumstances that may affect the independence of the above Supervisory Board members.

Seven members of the Supervisory Board have no actual and material relations with any shareholder who holds at least 5% of the total vote in the Company, namely: Maciej Witucki, Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Dr. Maria Pasło-Wiśniewska, Wioletta Rosołowska and Jean-Marc Vignolles.

Committees of the Supervisory Board

Three permanent committees operate within the Supervisory Board. Their composition was the following (as of 31 December 2022):

1. **Audit Committee:**
 - 1) John Russell Houlden – Chairman
 - 2) Monika Nachyła
 - 3) Dr. Maria Pasło-Wiśniewska
 - 4) Marc Ricau
 - 5) Jean-Michel Thibaud
2. **Remuneration Committee:**
 - 1) Dr. Maria Pasło-Wiśniewska – Chairwoman
 - 2) Bénédicte David
 - 3) Bartosz Dobrzyński
 - 4) Marc Ricau
3. **Strategy Committee:**
 - 1) Jean-Marc Vignolles – Chairman
 - 2) Philippe Béguin
 - 3) Bénédicte David
 - 4) Bartosz Dobrzyński
 - 5) Patrice Lambert de Diesbach
 - 6) Monika Nachyła
 - 7) Dr. Maria Pasło-Wiśniewska
 - 8) Wioletta Rosołowska

Maciej Witucki, Chairman of the Supervisory Board, and John Russell Houlden, Independent Board member and Chairman of the Audit Committee, participate in the meetings of the Strategy Committee on a permanent basis. Moreover, all other members of the Supervisory Board are invited to meetings of the Strategy Committee and participate in them.

3. Information regarding the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board

Since 2016, the Company had a Diversity Management Policy presented in a single comprehensive document outlining diversity policy for various areas of management.

In addition, following the Best Practices of Listed Companies 2021 issued by the Warsaw Stock Exchange on 3 November 2021 the Supervisory Board adopted the diversity management policy for Members of the Management Board. Following suit, the Annual General Meeting adopted the diversity management policy for Members of the Supervisory Board on 22 April 2022.

The purpose of the Policy is to:

- 1) determine the standards that must be met for positions in the Company's Management bodies to be occupied by persons with appropriate qualifications, substantive knowledge, skills, professional experience, predispositions and reputation appropriate to perform such function.
- 2) Implement solutions for equal treatment and diversity in relation to the Management Board of Orange Polska.

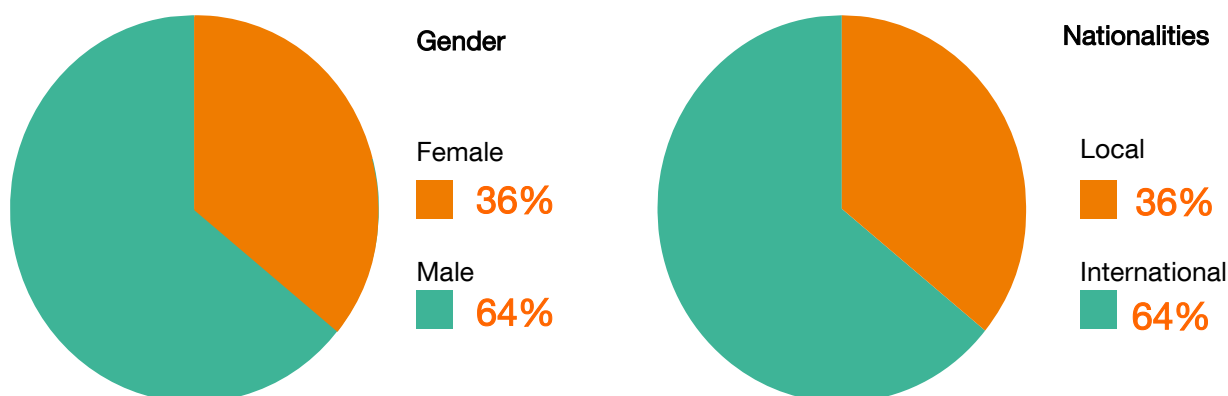
In the process of selection of Members of Orange Polska's Management Board, the Supervisory Board:

1. is guided by the transparency of the principles and criteria for selecting candidates.

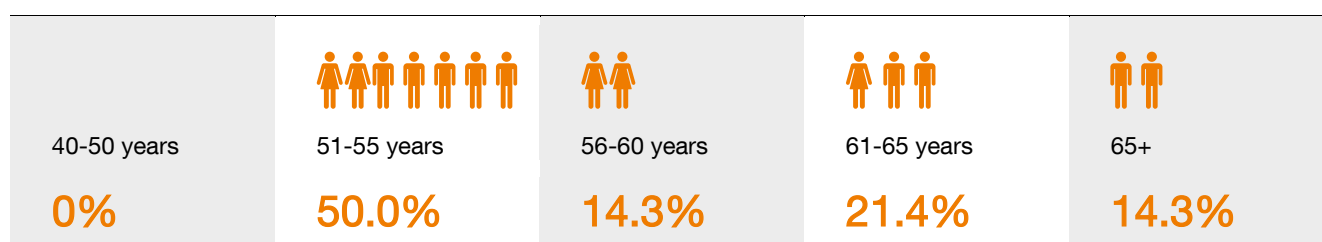
2. makes decisions on the selection of members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates.
3. ensures that the members of management bodies include people of diverse gender, age, specialist knowledge, education and professional experience.
4. and, with regard to gender diversity, aims to ensure that at least 30% of participants are women.

As of 31 December 2022, women make up 36% of the Supervisory Board and 25% of the Management Board.

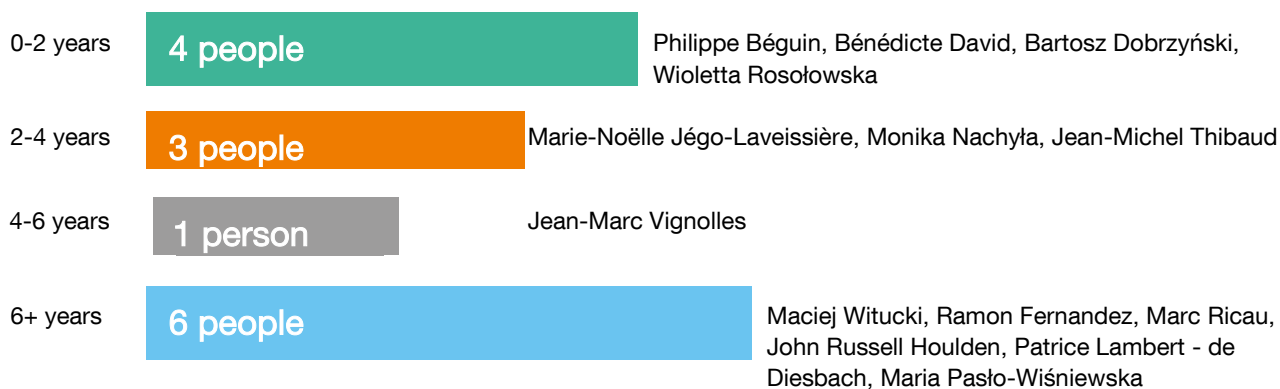
Supervisory Board diversity



Supervisory Board age profile



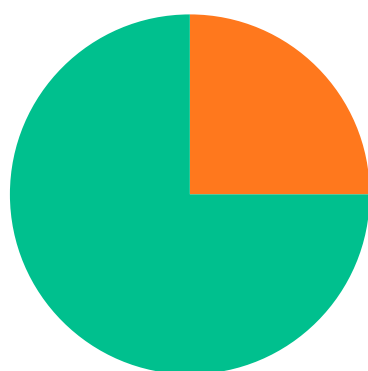
Supervisory Board length of tenure



Supervisory Board skills matrix

Name	Finance/ Audit/ Accounting /Risks	Executive Management	Legal/ Compliance /Governance /Ethics	Information and Technology	HR and Human Issues	Sales and Marketing	CSR and Sustainable Growth	Rules and Regulatory Environment	M&A and Investor Relations	Production/ Supply Chain
Maciej Witucki										
Ramon Fernandez										
Marc Ricau										
Philippe Béguin										
Bénédicte David										
Bartosz Dobrzyński										
John Russell Houlden										
Marie-Noëlle Jégo- Laveissière										
Patrice Lambert de Diesbach										
Monika Nachyła										
dr Maria Pasło- Wiśniewska										
Wioletta Rosołowska										
Jean-Michel Thibaud										
Jean-Marc Vignolles										

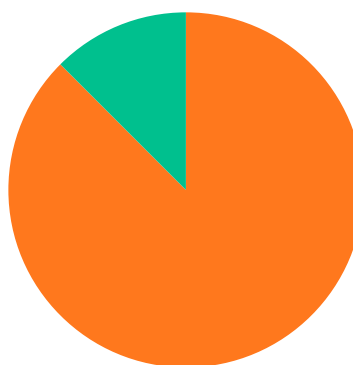
Management Board diversity



Gender

Female
25%

Male
75%

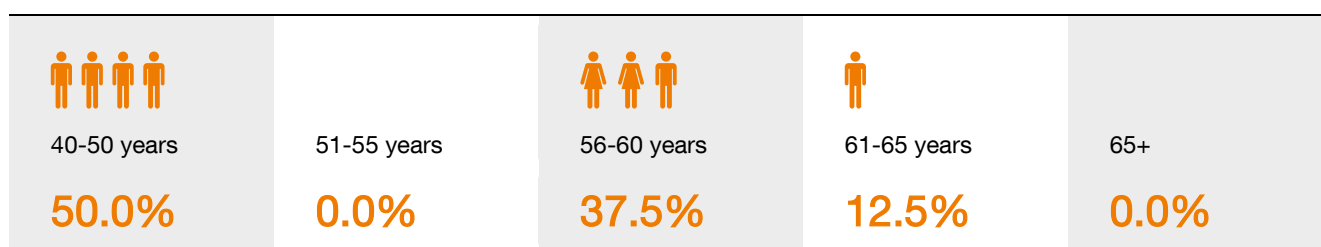


Nationalities

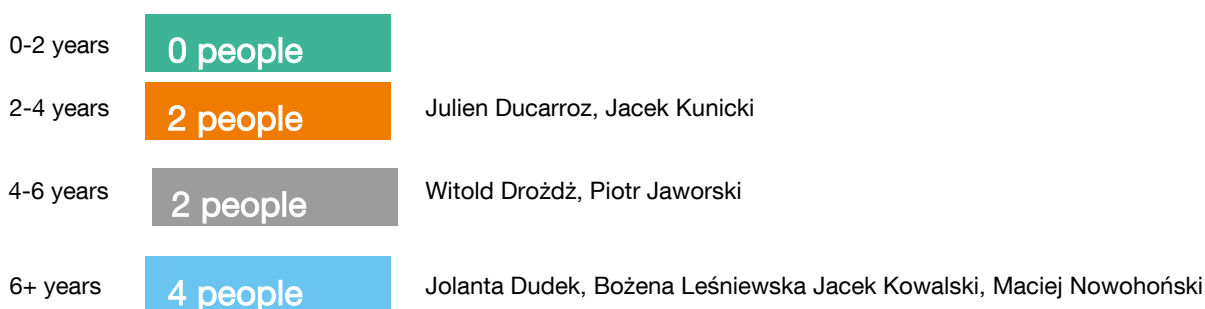
Local
87.5%

International
12.5%

Management Board age profile



Management Board length of tenure



4. The summary of the activity of the Supervisory Board and its committees

The Supervisory Board, acting in compliance with the provisions of the Commercial Companies Code and the Company's Articles of Association, exercised permanent supervision over the Company's operations in all fields of its activities.

In 2022 the Supervisory Board fulfilled its duties resulting from the provisions of the Commercial Companies Code including the appraisal of the Orange Polska financial statements, the Management Board's report on activity and the Management Board's motion on distributing the Company's profit for the 2021 financial year and filing with the General Meeting reports presenting the results of the above mentioned appraisals.

The Supervisory Board took due care to ensure that the Management Board's reports and the financial statements were in compliance with the law.

The Supervisory Board also executed its rights and obligations arising from the Company's Articles of Association and the Best Practice for GPW Listed Companies 2021, of which the following should be mentioned:

- 1) stating an opinion on motions submitted by or via the Management Board to the General Meeting,
- 2) stating an opinion on Orange Polska S.A. and Orange Polska Group strategy plan,
- 3) stating an opinion on Orange Polska S.A. and Orange Polska Group budget,
- 4) preparing the report on the Supervisory Board's activity in 2021.

Throughout 2022, the Supervisory Board mainly focused on the following issues:

a) Competitive landscape on the Polish telecom market

The Polish market continues to be competitive with the main battlefield moving from singular offers to packages of services. One important development in 2022 was the finalisation of the acquisition of UPC (the largest cable company) by Play, which had previously been a mobile-only operator. As a result, a significant new convergent operator emerged. This will further intensify competition in market's pursuit of convergent strategy, an area in which Orange Polska has been the leader for many years now. The Supervisory Board and the Strategy Committee analysed the potential impact of this situation on Orange Polska's business. The conclusion was that the Company's

operations are well prepared and it is essential to continue to implement our value strategy, so crucial in this inflationary environment. The fact that we achieved strong commercial and operational results last year confirmed this approach.

b) Developments around 5G auction

The Supervisory Board has closely monitored developments around the process of launching the auction for 5G frequencies and the corresponding legal environment, mainly cybersecurity law. The new draft of this law was published by the government in October 2022 and it no longer included provisions regarding the so called #PL5G project. Its unexpected inclusion in the previous draft version (published October 2021) was a reason for a concern regarding its legal and governance framework. Supervisory Board was very pleased that the 5G auction consultation process finally started in December despite the fact that the proceeding of the cybersecurity law has not been finalised. We hope for efficient and transparent process. Dedicated 5G spectrum is necessary to improve mobile network capacity and to unlock new business potential.

c) Merger with Teltech subsidiary and strengthening of governance over other subsidiaries

In 2022 Orange Polska decided to merge with its 100% owned subsidiary Teltech. This allowed us to streamline the operational efficiency of the Orange Polska Group by simplifying our management and business processes and integrating the merging companies. In October, an Extraordinary General Meeting was convened to approve this merger. The Supervisory Board also asked management to strengthen governance enhancing supervision over its subsidiaries. In particular this was aimed at the implementation of coherent ESG strategies, supporting communication between the subsidiaries and Orange Polska's management, as well as improving the monitoring of various business risks.

d) Monitoring of operating and financial results and budget realisation

The Supervisory Board constantly monitored Orange Polska's commercial and financial results and the realisation of the 2022 budget. This was especially important in the light of the challenges related to the impact of surging energy costs and outbreak of the war in Ukraine. In addition, an unprecedented spike in energy prices catalysed the Company's efforts towards increasing the amount of energy from renewable sources in our energy mix. As a result, the majority of energy consumption from 2023 will come from wind farms, with a positive impact on costs.

The Supervisory Board met 5 times in 2022.

The attendance at the Supervisory Board's meetings was 91,4% and 94,4% including its committees.

Supervisory Board attendance register 2022

	SUPERVISORY BOARD	AUDIT COMMITTEE	STRATEGY COMMITTEE	REMUNERATION COMMITTEE
Maciej Witucki	5/5			
Ramon Fernandez	3/5			
Marc Ricau	5/5	5/5		5/5
Philippe Béguin	5/5		4/4	
Bénédicte David	5/5		4/4	3/3
Bartosz Dobrzyński	3/3		3/3	3/3
John Russell Houlden	5/5	5/5		
Marie-Noëlle Jégo-Laveissière	5/5			
Michał Kleiber	2/2		1/1	2/2
Patrice Lambert-de Diesbach	4/5		4/4	
Monika Nachyła	5/5	5/5	4/4	
Maria Pasło-Wiśniewska	5/5	5/5	4/4	5/5
Wioletta Rosołowska	3/5		2/4	
Jean-Michel Thibaud	4/5	5/5		
Jean-Marc Vignolles	5/5		4/4	2/2

**) Actual number of meetings attended / Maximum number of scheduled meetings which the directors could have attended*

The Supervisory Board regularly monitored the execution of its resolutions and recommendations, analysing the information presented by the Management Board.

The Supervisory Board formulated a number of recommendations, remarks and motions to the Management Board, referring to different aspects of the Company's operations.

The Supervisory Board used in its operations opinions of its Committees (the Audit Committee, the Remuneration Committee and the Strategy Committee), wherever applicable.

During discussing specific matters at the meeting, the Chairpersons of the committees presented appropriate recommendations and proposals for decisions to the Supervisory Board. In addition, the Supervisory Board regularly receives the minutes from the committees' meetings.

The committees of the Supervisory Board received relevant and reliable information and reports from the Management Board on time, enabling them to carry out their tasks in 2022.

The reports of the three permanent committees of the Supervisory Board on their activities in 2022 are attached hereto.

The tasks and the principles of the operation of the Supervisory Board and its permanent committees are defined in the Regulations of the Supervisory Board which are available on the Company's website.

5. Appraisal of the fulfilment by the Management Board of information obligations to the Supervisory Board and the manner of providing

Acting pursuant to provisions of art. 382 § 3¹ clause 3) and 4) of the Commercial Companies Code, the Supervisory Board positively assessed the performance by the Management Board of the obligations referred to in art. 380¹ of the Commercial Companies Code and § 25 clause 11 of the Company's Articles of Association, as well as the method of preparing and submitting information, documents, reports or requested explanations to the Supervisory Board.

6. Information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year

According to art. 382 § 3¹ clause 3) of the Commercial Companies Code, the Supervisory Board informs that in 2022 it did not order any matter regarding the Company's operations or its assets to be examined at the expense of the Company, nor did any analysis or opinion be performed by any adviser.

7. Appraisal of the Management Board's annual reports

The Company's Supervisory Board, acting pursuant to provisions of art. 382 § 3 clause 1) i § 3¹ clause 1) of the Commercial Companies Code and § 23.2.1 of the Company's Articles of Association, by the resolution No. 11/23 dated 14 February 2023, made a positive assessment in terms of their compliance with the books, documents and the facts:

- 1) the IFRS separate financial statements of Orange Polska S.A. for 2022 financial year;
- 2) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. for 2022,
- 3) the IFRS consolidated financial statements for 2022.

8. Appraisal of the Management Board's proposal regarding the distribution of profit

Acting pursuant to provisions of art. 382 § 3 clause 2) and § 3¹ clause 1) of the Commercial Companies Code and to § 23 clause 2 item 2 of the Company's Articles of Association, the Supervisory Board reviewed and positively assessed the Management Board's motion contained in the resolution No. 5/23 dated 15 February 2023 on distribution of the Orange Polska S.A. profit for the 2023 financial year in the amount of PLN 756,729,492.64, as follows:

- 1) for a dividend – PLN 459,325,117.65. The amount of dividend shall be PLN 0.35 for each entitled share;
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,134,589.85;
- 3) to the reserve capital – PLN 282,269,785.14.

9. Assessment of Orange Polska Group's standing

This section contains the Supervisory Board assessment of the Orange Polska Group's standing on a consolidated basis in 2022 in accordance with the recommendation no. 2.11.3. of the Best Practice for GPW Listed Companies 2021, introduced by the Warsaw Stock Exchange. The assessment is based on the 2021 financial results of the Group (the Company and its subsidiaries) as well as on the information obtained by the Supervisory Board in conducting its statutory tasks.

The Supervisory Board, through the work of its committees and all its members (including independent members), was actively engaged in the process of evaluating of the most important initiatives, having in mind the interest of all the Group's stakeholders, including shareholders. In addition, it maintained oversight of the Group's operational and financial goals through management reporting at its quarterly meetings, and was able, through the Audit Committee, to oversee the accuracy of financial reporting and the functioning of the internal control, risk management and compliance systems and the internal audit function.

Orange Polska Group's Operational Review

The Group's key goals in 2022 were:

- Further development of key value drivers including convergence, mobile, fibre and ICT, also taking into account possible changes in the competitive landscape following acquisition of UPC by Play;
- To take measures in an attempt to pass high inflationary pressures to customers to protect profitability;
- To weather risks related to an unprecedented rise in energy prices through new Power Purchase Agreements (PPA), among other methods;
- To assess risks related to the war in Ukraine and take on necessary mitigating actions;
- Acquisition of 5G spectrum;
- Pursue transformation of corporate culture to be more agile and cost effective as well as implement a new post-pandemic workplace model;
- Fulfilment of published financial forecasts and expectations regarding revenue growth and EBITDAaL.

2022 was the second year of implementation of **.Grow** strategy announced in 2021. It was marked by a cumulation of exceptional headwinds such as war in Ukraine, the widespread energy crisis and double-digit inflation. Against this difficult backdrop the Company managed to fulfil all its strategic goals which was a remarkable achievement, in the opinion of the Supervisory Board. This can be seen as evidence of the strong fundamentals at the heart of Orange Polska's business.

The key challenge of 2022 was to mitigate the impact of an unprecedented energy crisis. Energy prices spiked mainly as a result of the war in Ukraine and resulting sanctions imposed on Russia. The Company managed to mitigate this impact through strong growth of its core business and by adapting its cost base. In addition, by signing new Power Purchase Agreements (PPA), it secured a majority of its energy costs for the years ahead. This also led to a major reduction in CO2 emissions, thereby fulfilling a strategic goal in this domain three years ahead of the plan.

The Group delivered on all its financial goals and maintained strong commercial momentum. The latter is especially important taking into consideration the emergence of a significant new competitor in convergent offers after Play finalised acquisition of the largest cable company UPC. Our fibre customer base increased by another 24% due to high demand and expanding fibre reach. Fibre from Orange is already available for nearly 50% of households in Poland. The Company intensified its more-for-more value strategy in almost all key areas in B2C and B2B. This is absolutely essential to at least partly mitigate the impact of high inflation, in particular because the prices of telecom services in Poland are significantly below those of other European countries

The Company made further progress in digitisation which is one of the key tools for increasing internal efficiency and responding better to customer needs. We are also now seeing the first tangible benefits of the Company's cloud partnership with Google. The aim is to manage a majority of customer interactions through machine learning and AI, which will allow an improved personalisation of offers. Sales through digital channels increased by another 20% in 2022. The two main drivers are digital offer Flex, and the My Orange application, which is constantly improved to boost its usefulness for customers.

One of key topics for the Supervisory Board in 2022 was again, the situation regarding the auction for 5G C-Band spectrum and cybersecurity regulations. The new version of the cybersecurity law no longer included provisions regarding the so called #PL5G project. Its unexpected inclusion in the previous draft version (published October 2021) was the reason for a concern regarding its legal and governance framework. The Supervisory Board was very pleased that the 5G auction's long-awaited consultation process finally started in December. The proposed set up has predictable bidding rules and demanding investment commitments. The Company submitted its position in the consultation process in January. We hope the process will be conducted in the timeframe announced by the regulator.

Orange Polska is in the mid-point of its strategy cycle. In the opinion of the Supervisory Board the results of the past two years prove that the Company is well on track to meet its goals, despite a particularly demanding and challenging external environment.

Financial standing of the Group

The Management Board kept the Supervisory Board informed of the financial results. The Audit Committee of the Supervisory Board supervised the reliability of financial reporting on an ongoing basis and presented its opinions to the Supervisory Board before publication of the results for individual reporting periods.

The Group met all its financial goals for 2022 delivering strong results across the board despite a particularly challenging external environment. It grew revenues, profits and return on capital employed while preserving a solid cash generation and a safe balance sheet. Initial expectations for the year were outperformed.

In the opinion of the Supervisory Board EBITDAaL growth of close to 4% is a particularly remarkable achievement. It was delivered despite a spike in energy costs of more than PLN 200 million resulting from the widespread energy crisis. This reveals the strength of the Company's business model. Strong revenue performance was a key enabler. All three engines of core business delivered solid growth: services for consumers, businesses and wholesale activities. This growth filtered through to profits thanks to high operating leverage as the cost base growth was limited due to optimisation initiatives.

Total revenues increased 4.7% in 2022 which was much more than initially anticipated mainly due to very strong performance of ICT services resulting from wide and well-diversified portfolio of products and the continued demand for digitisation. Core telecom services (including combining convergence, mobile and fixed broadband), which are essential to margin generation, were up 6.3%, almost as much as in the previous year. This was an outcome of the successful combination of strong growth of customer volumes and improving average revenue that they generate (ARPO). Last year was particularly strong for the Group's wholesale operations (excluding legacy services) as it benefits from good demand for infrastructure rental to other operators.

Net profit for 2022 exceeded PLN 700 million and excluding the impact of transaction related to Światłowod Inwestycje in 2021, it was on the highest level in a decade. It was due to growing EBITDAaL and falling depreciation.

Organic cash flow amounted to more than PLN 800 million marking another year of strong cash generation. Capex was kept at broadly flat levels versus 2021 and reflected refocus from fibre to mobile, as planned in the **.Grow** strategy.

Net debt and the financial leverage was further slightly reduced despite payment of the dividend and 2.1 GHz spectrum renewal. The financial leverage of 1.3x illustrates strong balance sheet structure, an important asset in the current turbulent environment. It is important to note that the cost of debt was only 3.3%, resilient in the face of significant interest rate increases due to effective hedging.

In 2022 the Company has returned to dividend payments, which was positively assessed by the Supervisory Board. Orange Polska is in the position to share the benefits of its growth with its shareholders. For 2023 the Management recommended a 40% increase of the dividend to PLN 0.35 per share.

The financial results of the past two years show that the Company is performing exactly as it has committed and is fully on track to meet its mid-term goals.

Conclusions and recommendations for 2023

Orange Polska has passed the mid-point of its **.Grow** strategic plan for 2021-2024. The results of the past two years confirm that it is the right strategy for turbulent times. The Company is on track to meet its goals. 2023 looks set to be another challenging year taking into consideration an expected slowdown of the Polish economy and double-digit inflation affecting operating costs. The Supervisory Board is convinced that the Group has put in place the right measures to bring the most of its assets and values.

The Supervisory Board shares the Management Board's opinion that in 2023 the Group should focus its operations on the following key aspects in particular:

- Persistent execution of commercial value strategy in all key areas to at least partly reflect higher operating costs in output prices.
- Continued cost transformation to navigate through inflationary challenges, including releasing further benefits of digitisation and automation of business processes
- Further development of key value drivers including convergence, mobile, fibre, ICT and wholesale

- Acquisition of 5G spectrum
- Pursue transformation of corporate culture to be more agile and cost effective
- Further push of the OrangeGoesGreen agenda on both environment and social fronts
- Fulfilment of published financial forecasts regarding revenue, EBITDAaL and eCapex performance
- Gradual preparation of foundations for the new strategic period beyond 2024

10. Assessment of the Group's internal control, risk management and compliance systems and internal audit

The Supervisory Board is responsible for reviewing the effectiveness of the Group's system of internal control and risk management designed and established by the Management Board, as well as the system for ensuring compliance with standards or applicable practices and the internal audit function.

This system facilitates management of the risk of failure to achieve business objectives and provides reasonable assurance against material misstatement or loss, (Risk management does not mean the full elimination of risk, but provides for better risk identification and the implementation of adequate measures as needed). The relevant processes are designed to give reasonable assurance that the risks significant to the Group are identified and addressed in the Company, but such assurances can never be absolute.

The Company continuously monitors the evolution of the control environment. It ensures that all significant changes are sufficiently controlled and any identified deficiencies in the internal control system are addressed with action plans. On a quarterly basis, the internal control system is monitored in a self-assessment tool implemented by the Company and, in addition senior managers certify the effectiveness of the internal controls. On a yearly basis, the controls are subject to testing by the internal control team, internal and external auditors, and the results are reported to the Audit Committee.

The key elements of the system of internal control, including risk management, were presented in the Management Board's Report on the Activity of the Group for 2021, published on 16 February 2022.

In 2022, the Company again completed a comprehensive assessment of its processes of internal control over financial reporting. Main deficiencies both in design and in effectiveness of internal control have been identified and corrected, or appropriate action points have been launched. As a result of the assessment, the Management concluded that there were no weaknesses that would materially impact the internal controls and financial reporting at 31 December 2022.

Both the internal and external auditors report to the Management Board and also to the Audit Committee on control deficiencies which they identified during their audit. Their recommendations are being implemented.

The most important risks are updated annually by the Management Board and presented to the Supervisory Board.

Matters related to compliance are being reported to the Audit Committee of the Supervisory Board in the following areas: ethics, general compliance with laws and regulations, combating telecommunications and financial fraud, security and anti-corruption measures related with Anti-Corruption Policy that puts forward zero-tolerance rule towards corruption. The Compliance function carries out activities ensuring adjustment of Company's internal regulations and mechanisms to, among others, the Group's requirements in the scope of current anti-corruption regulations.

Orange Polska anti-corruption policy, complemented with detailed internal regulations, defines the required standards for employees' conduct. On the basis of relevant provisions of the policy, potential consequences are determined in cases of violation of anti-corruption procedures. The Compliance Management function conducts cyclic reviews of corruption risks, also taking into account control mechanisms and appropriate preventive measures.

The Company also has a conflict of interest policy in place, showing how to avoid situations that may turn into inappropriate behavior leading, e.g., to corruption.

Under the due diligence process, verification of current and future business partners is conducted with regard to threats related to corruption, fraud, non-compliance with economic sanctions, money laundering and financing of terrorism.

Orange Polska employees and stakeholders may use dedicated channels to report their concerns or to ask for advice if they suspect a conflict of interests, bribery or any infringement of internal regulations of the Group or of other regulations of the law. Persons reporting irregularities can do so without fear of negative consequences.

Dedicated training sessions taking into account the exposure of individual areas of OPL to the risk of corruption and communication activities aim to constantly increase knowledge and build employees awareness. OPL also conducts regular reviews in this area, makes necessary improvements and monitors the correctness of payments made.

Activities of Compliance Management function, the results of planned inspections, as well as the results of inspections initiated by notification of irregularities (whistle -blowing) are monitored on the basis of reports submitted periodically. Applied actions and mechanisms are ensuring the effectiveness of Compliance function and maintenance of Group's anti-corruption regulations standards.

The Supervisory Board is presented on annual basis also with information on the implementation and effectiveness of the compliance program, related to the fight against corruption including the risk map as well as the corresponding action plan for the coming year.

The internal audit function, which reports directly to the President of the Management Board, ensures objective and independent assessment of the adequacy, effectiveness and quality of the Group's internal controls. The internal audit works in accordance with a charter approved by the Audit Committee, which also reviews annual internal audit program and analyses the Orange Polska's Internal Audit reports.

11. Assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the related disclosure obligations

This section contains the Supervisory Board assessment of the Company's performance of its obligations concerning compliance with the corporate governance principles as defined in the Exchange Rules, and with the regulations on current and periodic reports published by issuers of securities in accordance with recommendation no. 2.11.4 of the Best Practice for GPW Listed Companies 2021.

Orange Polska as an issuer of shares admitted to trading on a regulated market is obliged to follow the rules of the Best Practice for GPW Listed Companies. Orange Polska accomplished its information duties concerning compliance with the corporate governance principles defined in the GPW Regulations and the regulations on current and periodic reports published by issuers of securities.

The publication of current reports regarding the application of detailed Corporate Governance rules is governed by the Resolution of the WSE Board no. 692/2021 dated 1 July 2021. According to the WSE regulations when a given rule is not applied in a consistent way or is broken incidentally, the Company is obliged to publish a report on its web site in the analogical way as it is applied for a publication of current reports. Reports concerning the application of detailed rules of the corporate governance are passed by means of EBI (Electronic Basis of Information). The decree of the Minister of Finance dated 29 March 2018 defines which information should be mentioned in the declaration on the application of the Corporate Governance constituting a separate part of the Management Board report about the activity of the Company.

The Supervisory Board analysed the declaration about the application of Corporate Governance included in the Management Board report about the activity of Orange Polska S.A. and the Orange Polska Group in 2022. This declaration defines in a detailed way the issues concerning Corporate Governance and contains the information from the decree of the Minister of Finance dated 29 March 2018 on the current and periodic information passed by issuers of securities and on conditions of the consideration as equal of the information required by the law of a state which is not a member.

In the above-mentioned declaration the Management Board described that in 2022, the Company complied with the corporate governance best practice referred to above except for the principle 2.2 in its part regarding diversity in the composition of the Management Board.

Orange Polska intends to develop and adopt a Diversity Policy for the Supervisory Board at the nearest General Meeting.

Furthermore, pursuant to the Diversity Management Policy applicable to the Management Board adopted by the Supervisory Board on 3 November 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.

According to the principle 1.1. of the Best Practice, Orange Polska runs a website in Polish and English, on which the Company publishes all provided by law and best practice documents and information required by law and best practice, including information on the Company's application of principles and recommendations contained in the Best Practice for GPW Listed Companies.

In the Supervisory Board's opinion, the information provided by Orange Polska is in line with the requirements and honestly follows the rules of the Corporate Governance and the Company duly fulfils its disclosure obligations relating to the application of Corporate Governance principles set out in the Warsaw Stock Exchange Rules and regulations on current and periodic information.

12. Assessment of the rationality of the sponsorship and social policy

This section contains the Supervisory Board assessment of the compliance and rationality of the Group's policy of supporting culture, sport, charities, media, social organizations and others in 2022 with recommendation no. 2.11.5 of Best Practice for GPW Listed Companies 2021.

The Supervisory Board analysed the amounts expended by Orange Polska Group in support of culture, sports, charities, the media, social organisations, trade unions, etc. in 2022.

The Supervisory Board states that the sponsorship strategy led by the Company and focused in 2022 on music as the main area supporting the brand brought the appropriate financial and marketing efficiency. According to the adopted strategy, in the strategic sponsorship area Orange Polska creates complex long-term projects across the whole of Poland. The projects, in which Orange Polska acts as titular or main sponsor, address the largest possible group of its clients (present and potential).

The Supervisory Board appreciates the social activity led by Orange Polska in both forms – one led by the Donations' Fund and the other led by Orange Foundation (created by the Company). Through its original programs, Orange Foundation acts for modern education of children and youth, online safety, community building using new technologies, and social and digital inclusion.

13. Recommendations for the Annual General Meeting

Taking into account the above and after analysing the documents listed in points 5 and 6 and taking into consideration the independent auditor's reports on the audit of the annual separate and consolidated financial statements for the year ended 31 December 2021, the Supervisory Board recommends the Annual General Meeting:

1. to approve the Orange Polska S.A. IFRS separate financial statements for the year ended 31 December 2022;
2. to adopt a resolution on distribution of the Orange Polska S.A. profit for the 2022 financial year according to the motion of the Management Board included in the resolution 5/23;
3. to approve Orange Polska Group and Orange Polska S.A. Management Board's report on the activity for the year ended 31 December 2022,
4. to approve the Orange Polska Group IFRS consolidated financial statements for the year ended 31 December 2022,
5. to grant approval of the performance by the members of the Management Board of Orange Polska S.A. of their duties in 2022.

REPORT

on the 2022 activities of the Audit Committee of the Orange Polska S.A. Supervisory Board

The Audit Committee was established by virtue of the resolution of the Supervisory Board no. 324/V/2002 dated June 14, 2002 regarding the establishment of the Audit Committee as a consultative body acting under the Supervisory Board.

The role of the Committee is to review the integrity of the financial information reported externally, the independence and objectivity of the external auditors of Orange Polska (the “Company”, “OPL”) and Orange Polska Group (the “Group”), the nature and scope of the audit and the auditors' work as well as internal audit, internal control and risk management systems and significant transactions with related parties, and to advise the Supervisory Board on these issues as appropriate.

Audit Committee members

1. John Russell Houlden – Chairman (“Independent Director”)
2. Monika Nachyła (“Independent Director”)
3. Dr Maria Pasło-Wiśniewska (“Independent Director”)
4. Marc Ricau
5. Jean –Michel Thibaud

The Audit Committee is chaired by Mr. John Russell Houlden, an Independent Director of the Supervisory Board. He has relevant experience and/or qualifications in finance, accounting and audit. Other Independent Directors of the Committee are Dr Maria Pasło-Wiśniewska and Monika Nachyła.

Letter from the Chairman of the Audit Committee

Dear Shareholder,

I am pleased to attach the report on the activities of the Audit Committee over the past 12 months.

The Audit Committee was closely involved in the assessment of the impact and response of the Group to the outbreak of the war in Ukraine which, combined with other factors, resulted in rapid changes in the global economy, including significant inflation, increases of energy prices and reduced access to energy supplies, increases of interest rates, broken supply chains, worsening conditions in respect of the environment and the prospects for mitigating climate changes and their impact on the globe. The Audit Committee monitored the process for identification of risks and the valuation of their impact on the Group, as well as actions undertaken by the Management Board in response to those risks, and proper disclosures in the financial statements in that regard.

Since one of the main responsibilities of the Audit Committee is to ensure proper financial reporting by the Company and the Group, the Audit Committee reviewed all significant accounting interpretations, judgements and estimates proposed by Management. The Audit Committee also reviewed the impairment analysis results.

In 2022, the Audit Committee also looked into the Group's operations from the perspective of ESG (Environment, Social and Governance) standards and anticipated reporting requirements under new regulations, but also having in mind that ESG is of key importance to investors. The Audit Committee plans to focus more on that area in 2023 and subsequent years.

The Audit Committee has also been involved in reviewing internal control and compliance, and risk management. In particular, the Audit Committee worked to ensure the independence of both the external auditor and the internal audit team, and had private meetings with the external auditor, KPMG, and the Company's Internal Audit Director to give them an opportunity to discuss any issues which may have arisen in their interactions with Management.

Further, the Audit Committee closely monitored the auditor's assignment and quality, and developed an enhanced set of Audit Quality Indicators in order to be better able to monitor the quality of the auditor's work.

Last, but not least, the Independent Directors on the Audit Committee reviewed and, when necessary, challenged the terms of significant transactions with related parties including, in particular, the majority shareholder, Orange S.A.

Further details of the activities of the Audit Committee are presented below.

Russ Houlden

Chairman of the Audit Committee

Main responsibilities of the committee

The key functions of the Audit Committee are specified in its Terms of Reference attached to the Regulations of the Supervisory Board and include but are not limited to (i) monitoring the integrity of the financial information reported externally, (ii) reviewing the Group's internal control and risk management systems, (iii) reviewing plans for internal audit and their reports, (iv) reviewing and giving opinions on significant transactions with related parties, (v) recommending the selection and re-appointment of the audit firm, (vi) monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit and monitoring the auditors' work, (vii) giving the Supervisory Board recommendations to ensure the faithful representation and relevance of the financial reporting process and information published by the Company and the Group.

The Committee must consist of at least three members, the majority of whom, including the Chairman, are independent of the Company. The Audit Committee must meet (physically or virtually) at least on a quarterly basis before the publication of the financial statements.

The Audit Committee held six scheduled meetings in 2022. The meetings were generally attended by the Chief Executive Officer, Chief Financial Officer as well as Internal Audit Director. Other members of the Management Board, Executive Directors and other managers and invited guests attended the meetings when appropriate.

The meetings were generally attended by representatives of the Company's external auditor, KPMG.

Our approach to monitoring the financial reporting process

As required by law, the Audit Committee monitored the process of financial reporting. The goal of the Audit Committee was to assess and provide advice to the Supervisory Board on whether the financial

statements as well as the Management report on the Company's operations, taken as a whole, secured faithful representation and relevance of the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

The Audit Committee reviewed the quarterly and annual financial statements. The Committee reviewed also Orange Polska Group's strategic plan as well as budgets. The aim of the review was to ensure that the key messages being followed in the annual and periodic reports were aligned with the Company's position, performance and strategy and that the narrative sections of the reports were consistent with the financial statements. In order to assess that the reports and the financial statements secured faithful representation and relevance of the information, the Audit Committee also reviewed reports on financial performance of the Company, accounting policies and procedures, accounting estimates and judgments, one-off items as well as market guidance and Orange Polska Group's performance against the budget and other information with the aim of assessing the Company's position and performance. The Audit Committee was satisfied that all the key events and issues which had been reported by the Management Board during the year, both good and bad, had been adequately referenced or reflected within the annual report.

The external auditor regularly participated in the meetings of the Audit Committee and gave its view on issues significant from an accounting perspective as they arose during the year. Subsequently, the auditor presented, and the Audit Committee reviewed and where appropriate discussed with the auditor, the additional report prepared as required by the Regulation (EU) No 537/2014 of the European Parliament and of the Council.

Our approach to monitoring the performance of the external auditor

The Audit Committee is responsible for the relationship with the external auditor and that role involves examining the effectiveness of the audit process as well as the independence of the auditor. The year 2022 was the second year of KPMG being the auditor of the Orange Polska Group.

The Audit Committee reviewed the external auditor's proposed audit plan for 2022 including key auditing matters to be focused on, the materiality level set for audit testing and schedule of planned works and reporting along with planned interactions with the Audit Committee. Subsequently, the Audit Committee reviewed and discussed the auditor's recommendations, observations and comments on key areas requiring special consideration taking into account also the views of the management on those issues. The key auditing personnel participated in the meetings of the Audit Committee to allow for discussion of all issues as they arose during the year. Also, private meetings with the auditor were held by the Audit Committee to ensure open and transparent discussion between the auditor and the Audit Committee without the presence of the Management Board. The Audit Committee monitored the progress of the audit and its quality against the audit plan throughout the year.

In order to assess the performance and independence of the auditor as well as generally the relationship with the auditor feedback on the auditor is collected from all members of the Audit Committee, the Management Board, key members of the senior management team and those who have regular contact with the auditor. The first feedback on the new auditor was collated and presented to the Audit Committee in April 2022. The Audit Committee regularly asked the auditor for its feedback on the co-operation with the Company. The feedback was generally positive and the Audit Committee concluded that the co-operation was good with no major issues requiring special attention.

To enhance the process of monitoring of the audit, the Audit Committee agreed with the auditor and the Management a set of Audit Quality Indicators (AQIs) and implemented AQIs as an additional tool of audit quality monitoring. Also, the Audit Committee asked KPMG to share the findings of the Polish Agency

for Audit Supervision (PANA) issued as a result of their assessment of the quality of selected past audits by KPMG. The Audit Committee discussed with KPMG the findings of PANA described in the report of 2021. The findings of PANA included in their report issued in November 2022 were presented by KPMG to the Audit Committee in January 2023.

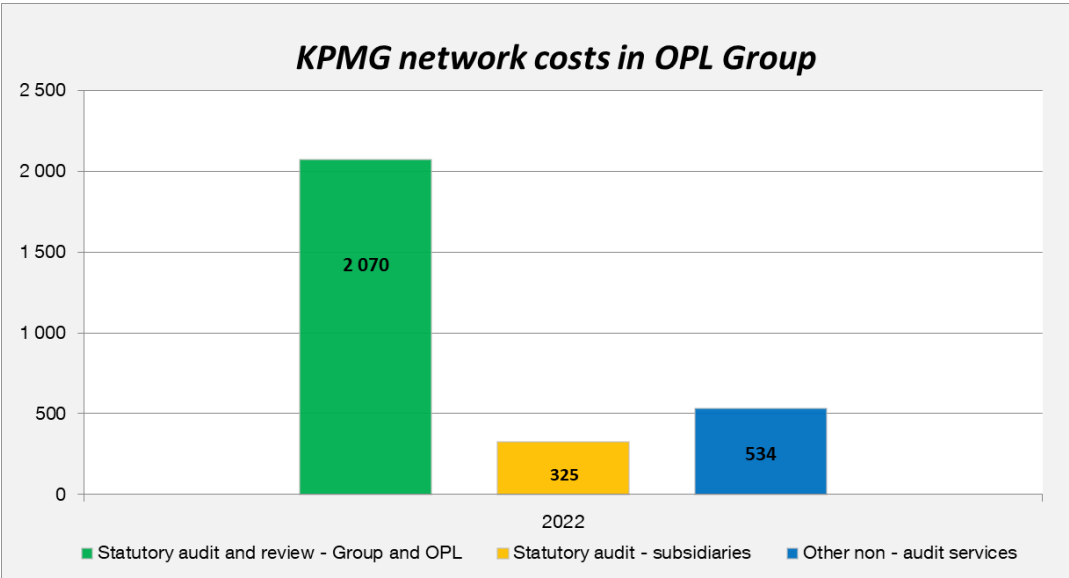
In summary, the Audit Committee concluded that the overall external audit process and services were effective and met the Group’s high audit quality requirements.

Our approach to assessing the independence of the external auditor

There are several aspects to auditor independence that the Audit Committee monitors to ensure the external auditor remains independent of the Company.

First, in assessing the independence of the auditor from the Company, the Audit Committee takes into account the information and assurances provided by the auditor. The Audit Committee received the auditor’s statement on independence made in accordance with the Polish Act on Auditors of 11 May 2017 (Polish Audit Act) and the Regulation (EU) No 537/2014 of the European Parliament and of the Council (Audit Regulation).

Second, the Audit Committee reviews the proportion of the value of non-audit services rendered by the auditor or its affiliated entities and the audit fees. As required by law, the Company has a Policy on the provision of authorised non-audit services by the audit firm and its affiliated entities. Following the Policy all authorised non-audit services should be approved in advance by the Audit Committee taking into account their potential influence on the independence of the auditor. According to the relevant law as well as the Policy, authorised non-audit services are subject to a fee cap of no more than 70% of the average annual statutory audit fee for the three consecutive financial years preceding the year in which the cap will apply. The 70% rule has been applicable since 17 June 2016 under the Audit Regulation. Management provides the Audit Committee with information on the value of non-audit services compared to the average statutory audit fee presenting data for the previous three years. For the first year of KPMG assignment the level of the auditor’s services fees was also monitored by management and reported to the Audit Committee. Non-audit services provided by KPMG were 23% of the audit fee in 2022.



Third, the feedback questionnaire referred to in the previous section included questions relating to the independence of the audit firm and individuals in the audit staff. There was no case of auditor's independence threat observed and reported by the respondents.

Taking into account all aspects described above the Audit Committee was satisfied with the auditor's independence.

Significant issues considered by the Audit Committee in relation to the financial statements and how these were addressed

In relation to the Group's financial statements, the Audit Committee focused on the following areas:

- 1) processes for risk management including identification and valuation of new or increased risks, monitoring of risks, impact of risks on financial reporting (disclosures and valuations) which included but was not limited to risks resulting from or related to the war in Ukraine, inflation, increases of energy prices and interest rates;
- 2) controls over projects, investments and contracts' profitability throughout their implementation
- 3) controls over subsidiaries
- 4) liquidity of the Group
- 5) impairment testing
- 6) review of the Economic Useful Life of assets
- 7) definition of segments in the Group
- 8) approach to immaterial prior-period errors
- 9) valuation of the key risks including tax related risks
- 10) review of any other accounting approaches, judgments and estimates related to key transactions
- 11) disclosures on claims and litigation in the financial statements
- 12) disclosure on impact of the war on the Group's financial statements
- 13) new types of transactions such as virtual and physical PPAs (Power Purchase Agreements) entered into in order to hedge against energy price increases
- 14) monitoring the results of the joint venture established by the Company in 2021 to expand fiber network development and wholesale of services based on fiber including impact on the Company's and the Group's financial statements
- 15) monitoring ESG activities and their reporting including current and planned increase of the scope of ESG reporting and assurance in the area of the EU taxonomy related to the sustainable activities, assessment of climate change impact on the Group, the Group's activities to adapt to and to mitigate the risks of climate change and environment deterioration
- 16) monitoring of auditor's quality and development of Audit Quality Indicators
- 17) electronic financial reporting with extended scope of tagging (marking) according to the EU taxonomy in the consolidated financial statements
- 18) communication with KNF (the Polish regulator of financial markets) on auditors' quality monitoring and financial reporting of the Group.

Internal control over financial reporting

Management implements internal controls at various levels of the organisation. The scope of these controls includes, but is not limited to, transactional level controls, line managers' or corporate reviews, trend analysis, reconciliation controls and entity level controls.

The Company continuously monitors the evolution of the control environment. It ensures that all significant changes are sufficiently controlled and any identified deficiencies in the internal control over financial

reporting system are addressed with action plans. On a quarterly basis, the system is monitored in a self-assessment tool implemented by the Company and, in addition, senior managers certify the effectiveness of the internal controls over financial reporting in their areas of responsibility. On a yearly basis, the controls are subject to testing by the internal control team, internal and external auditors, and the results are reported to the Audit Committee.

The Audit Committee received reports from Management on the internal control over financial reporting system, and monitored the appropriateness of the “control culture” as well as the way risks were identified, managed and disclosed. The Committee also reviewed reports from Management on implementation of actions in response to comments on internal controls from the internal and external auditors. In addition, the Audit Committee received assurance from management after completion of a yearly comprehensive assessment of Orange Polska Group’s internal controls over financial reporting. All deficiencies identified were corrected or appropriate action points have been adopted. Management concluded that there were no weaknesses that would materially impact internal control over financial reporting in the year ended 31 December 2022 and the Audit Committee was satisfied that Management’s conclusion was reasonable in light of the reports it had received.

In December 2022, the Internal Audit of the Company issued a report on the assessment of the overall internal control system in OPL (based on the COSO framework) with the conclusion that the system provides reasonable assurance that the Company's objectives could be achieved, that reporting (internal and external, financial and non-financial) is reliable and that the Company operates in accordance with applicable laws.

Internal audit function and assessing the effectiveness of the internal audit function

The Internal Audit function provides the Audit Committee, the Management Board and senior management with independent and objective assurance and advice on governance, risk management and internal control. It assists the organisation in reaching its objectives by systematically and methodically evaluating its processes, risk management and internal control system.

In addition to reviewing the effectiveness of these areas and reporting on aspects of the Orange Polska Group’s compliance with them, Internal Audit makes recommendations to address any key issues and improve processes. Once any recommendations are agreed with management, Internal Audit monitors their implementation and reports to the Audit Committee on progress made at every meeting.

Internal Audit considers all of Orange Polska Group’s activities, and reports to the Audit Committee, and to the Management Board President. The Director of Internal Audit attends all scheduled meetings of the Audit Committee, and also has the power to raise any matters with the members of the Committee without the presence of management.

Internal Audit responsibilities are clearly defined and approved as stated in the internal audit charter which is reviewed and approved annually by the Audit Committee. The Internal Audit function acts in conformity with the Standards for the professional practice of Internal Auditing and the Code of Ethics issued by the Institute of Internal Auditors (IIA). Internal Audit plans are drawn up annually and take account of risk assessment, changing business needs and issues raised by management, follow-up on prior audit findings and cyclical review planning. The approach also builds reserved hours into the plan for ad-hoc, specially requested audits, and for urgent audit issues that arise throughout the year. The annual plan of Internal Audit is submitted for review and opinion by the Audit Committee. Progress against the annual Internal Audit plan is monitored and regularly reported to the Audit Committee.

In the course of its work, the Internal Audit function also liaises with the statutory auditor, discussing relevant aspects of their respective activities and assisting them in internal control testing which ultimately supports the assurance provided to the Audit Committee and management.

The effectiveness of the Internal Audit is monitored using the quality assurance and improvement programme which comprises internal assessment activities and annual external assessment by IFACI - l'Institut Francais de l'Audit et du Controle Interne (the French Chapter of the IIA). Following the assessment carried out in 2022, Orange Polska's Internal Audit renewed its IIA certification from IFACI.

The Audit Committee reviews the annual plan of Internal Audit, its budget and progress reports. The Committee monitors the periodic reporting on internal audit actions and findings and responsiveness of management to Internal Audit recommendations. In addition, the Committee meets privately with the Director of Internal Audit and reviews the independence of the Internal Audit process.

Risk management

The Audit Committee monitors the effectiveness of the risk management system. An update report on the system's design and operation was reviewed by the Audit Committee.

Risks are identified within all relevant business units. The risks which are perceived by members of the Management Board or by Executive Directors as most significant for Orange Polska operations are qualified as top risks. In addition to top risks, emerging risks which may become top risks in the longer term are also identified. Review of top risks along with emerging risks and their update is reported to and assessed by the Supervisory Board once a year. All risks are grouped into clusters (risks of similar nature) to ensure consistent and effective risk management across all business units in OPL.

The Supervisory Board received a report on top and emerging risks.

The top risk analysis is taken into account in the preparation of the annual Internal Audit plan. The plan addresses different aspects of top risks. The plan is submitted to the President of the Management Board for his approval and then to the Audit Committee for its review.

Compliance

Matters related to the implementation of the Compliance Management Programme are reported to the Audit Committee in the following areas: ethics, general compliance with laws and regulations, anti-fraud, non-telco fraud, security and anti-corruption. As part of its periodic reports, the Compliance Management area informs the Audit Committee about activities carried out, including among others the corruption risk map, due diligence on new contracting partners, communication and training activities and results of inspections initiated by notification of irregularities through dedicated channels. Orange Polska actively cooperates with the Compliance areas within the international Orange Group, sharing good practice and maintaining the Orange Group's anti-corruption standards.

The Compliance Management Programme in Orange Polska embraces the Company's obligations to act in line with the law, applicable standards, regulations, market and industry standards, as well as ethical principles, both in dealings with clients and business partners and between employees. One of the key elements of the Compliance Management Programme is the Anti-Corruption Policy, through which the Company adopts a zero-tolerance approach towards corruption with regard to every aspect of its activities. The correct application of Anti-Corruption Policy rules is supported by internal regulations with detailed guidelines and instructions aiming to identify and effectively prevent irregularities.

Also, in order to guard against the risks of corruption, non-compliance with economic sanctions, money laundering, terrorism financing and frauds, Orange Polska applies due diligence procedures in relationships with its business partners.

To prevent and control conflict of interest at Orange Polska, dedicated regulations were reinforced in the Company.

The Compliance Management area provides continuous information and training to build employees' awareness and knowledge. If a problematic situation arises, employees can access ongoing consultation, advice and opinions.

Whistleblowing

The Company provides different channels of communications where all employees and stakeholders can also report their doubts, observed irregularities or violations of applicable laws through dedicated channels, either anonymously or openly, without fear of negative consequences. All such notifications are treated confidentially and examined and addressed with due diligence. The Audit Committee reviews the summary of cases reported through the whistleblowing system. As a result of whistleblowing a significant fraud case was revealed and is now investigated by the public prosecutor.

Orange Polska is closely monitoring the upcoming changes to the legal regulations applicable to whistleblowing and will adapt its internal procedures to the new requirements.

Monitoring changes in the legal environment and changes in accounting standards

Relevant changes in the legal environment, together with updates to accounting standards and recommendations from regulatory bodies, were considered by the Audit Committee, as well as the question of how Orange Polska Group approached and implemented them. The Audit Committee in particular looked also into the Company's implementation of the European Single Electronic Format, the climate related financial disclosures, and planned changes to the tax environment.

Other areas of interest

The Audit Committee reviewed and issued opinions on significant transactions with related parties, in line with internal regulations and best practices of corporate governance. Orange SA's nominees are excluded from voting at Supervisory Board meetings and Audit Committee meetings on transactions involving Orange SA or its subsidiaries. The Committee reviewed other matters of interest, including but not limited to revenue assurance, hedging, insurance, tax and M&A transactions. Also the Audit Committee issued opinions on other matters referred to the Committee by the Supervisory Board and/or the Management Board including financing and granting bank guarantees to OPL's subsidiaries. The Audit Committee also worked with management to develop an improved approach to the supervision of OPL's subsidiaries.

REPORT

on the 2022 activities of the Remuneration Committee of the Supervisory Board of Orange Polska S.A.

The Remuneration Committee was established by virtue of the Resolution of the Supervisory Board dated 16 June 2004 as a consultative body of the Supervisory Board.

Remuneration Committee members

- Maria Paśło-Wiśniewska, PhD (Independent Board Member) – the Chairwoman
- Prof. Michał Kleiber (Independent Board Member) until 22 April 2022
- Marc Ricau
- Jean-Marc Vignolles until 22 April 2022
- Bénédicte David since 22 April 2022
- Bartosz Dobrzyński since 22 April 2022

The Secretary of the Committee was Jacek Kowalski, Management Board Member in charge of Human Capital.

Letter from the Chairwoman of the Remuneration Committee

Dear Shareholder,

To start with a formal matter, I would like to inform you that in April 2022 the composition of the Remuneration Committee changed – Mr. Jean-Marc Vignolles and Mr. Michał Kleiber left the Committee and Ms. Benedicte David and Mr. Bartosz Dobrzyński joined the Committee.

Jean-Marc and Michał, thank you very much for your contribution to our work; Benedicte and Bartosz, welcome to the Committee.

In 2022 Orange Polska continued its strategic plan **.Grow**, implementing digitalisation and transformation processes in the Company to face a challenging future.

Despite unfavourable external conditions – in particular the pandemic, the war in Ukraine, the crisis on the energy market and rising inflation – the company operated efficiently and delivered the expected business results. The ongoing process of cultural change in Orange Polska enabled its management team and employees to act flexibly and quickly to respond to needs of the market.

The Company puts the growth of value for customers at the heart of its strategy – access to the Company's network as well as good standards of services. Being more digital, using artificial intelligence, machine learning, cloud technology, etc., the Company is more and more customer friendly. This is evidenced by the high position of Orange Polska in the NPS rankings.

All this is possible thanks to our diligence regarding the new competences of employees. The long-term development programmes at various levels of expertise, professional schools (Data & AI Chapter Professional School, IT Academy, Cybersecurity, the #Client program), PM in Action and other programmes help people and the Company to adapt to a rapidly changing environment and remain

agile and focused on the business. Aware of the benefits of diversity, special training has been offered to Orange women to facilitate careers that match their aspirations and potential.

Through our #OrangeGoesGreen strategy, Orange Polska contributes to the protection of climate, which should result in a significant reduction of CO2 emission. The importance of this strategy is emphasised by including 2022's green goals in the MBO bonus system for all the Management Board Members.

To support realisation of Orange Polska's strategy, the Remuneration Committee recommended the reappointment of three Management Board Members for the next term of office, those being Members in charge of Finance, Human Capital and Carriers Market and Real Estate Sales.

Additionally, following the Polish law and the Best Practices of Warsaw Stock Exchange, the Committee gave its positive recommendations on the Diversity policy applicable to the Supervisory Board.

All recommendations of the Remuneration Committee were accepted respectively by the Supervisory Board and the General Meeting of Shareholders.

The Committee, working consistently according to the adopted plan, analysed among others: the ability of incentive systems to face the Company's challenges; control and management of labour costs in an environment of high inflation; and the equality of remuneration policy with regard to women and men.

In 2022 the Committee prepared three mandatory reports: Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021; Remuneration Committee's Annual Report for 2021; and Realisation of Remuneration Policy as part of MB's Report on Orange Polska Activity 2021.

Presenting this Report let me say a huge thank you to all Members of the Committee, to our Human Capital colleagues, supporting the Committee in the performance of our tasks and to all employees of Orange Polska for their work towards 2022's business results.

Finally, and importantly, allow me to express my special gratitude to all employees of Orange Polska for their empathy and spontaneous generosity in helping refugees from war-torn Ukraine. It has been a great test of our humanity, and one which our staff passed brilliantly.

Please find below all the details about the activity of the Remuneration Committee in 2022.

Maria Pasło-Wiśniewska

Chairwoman of the Remuneration Committee

Main responsibilities of the Committee

The Remuneration Committee should meet at least four times a year. The task of the Committee is to advise the Supervisory Board and Management Board on the general remuneration policy of Orange Polska Group and to make recommendations on appointments to the Management Board.

The Committee's detailed tasks include:

- determining the conditions of employment and remuneration of the Members of the Management Board;

- considering proposals made by the President or the Supervisory Board concerning new appointments to the Management Board, taking part in the final stage of the process and making the appropriate recommendation to the Supervisory Board about the candidates;
- considering proposals made by the President or the Supervisory Board regarding resignation of any Member(s) of the Management Board and making, if necessary, a relevant recommendation to the Supervisory Board;
- giving recommendations to the Supervisory Board regarding the amounts of bonuses for the Members of the Management Board;
- providing an opinion on the remuneration policy for most senior executives and on the general remuneration policy for the wider Orange Polska Group. In both cases this must take into account the relative market position of Orange Polska Group's terms of engagement and remuneration levels;
- producing a report for the Supervisory Board on the activity of the Committee and assessment of the remuneration policy of Orange Polska Group.

The Remuneration Committee had five meetings in 2022, and took several sets of actions as outlined below.

The Remuneration Committee's recommendations to the Supervisory Board in 2022:

- 1) reappointments and employment conditions for the next term of office, starting from June 21, 2022: the Management Board Member in charge of Finance, the Management Board Member in charge of Human Capital and the Management Board Member in charge of Carriers Market and Real Estate Sales;
- 2) Stretch Bonus for the CEO for 2021;
- 3) conditions of Stretch Bonus for the CEO for 2022;
- 4) Stretch Bonus cascade – a new element of the reward system – for MBM in 2022;
- 5) evaluation of the MBM bonuses for 2021;
- 6) targets and bonus conditions for MBM for 2022;
- 7) terms of participation of the MBM of Orange Polska in the Orange S.A. Group Long Term Incentive Plan for 2022–2024;
- 8) success indicators in the second Series of Polish LTI Incentive Program in the years 2022–2024;
- 9) update of the LTI Incentive Programme Regulations;
- 10) the Remuneration Committee's Annual Report 2021;
- 11) the Diversity policy applicable to the Supervisory Board.

The Remuneration Committee issued the opinions on:

- 1) the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021;
- 2) the Remuneration Policy of the Company in 2021.

The Remuneration Committee positively acknowledged:

- 1) Orange Polska's ongoing strategic plan .Grow
- 2) the analysis of OPL labour costs under the conditions of high inflation;
- 3) the method of employing employees and types of cooperation with IT service providers;

- 4) Orange Group LTIP;
- 5) HC Dashboard – a periodic report on matters of Human Capital;
- 6) benefits granted to the Management Board Members due to Orange Polska internal regulations;
- 7) report on realisation of agreement with Orange Global International Mobility SA;
- 8) the results of Together 2021 – Orange Group's employee shareholding scheme;
- 9) continuation of the LTI 2023-2025 local OPL program (wave 3);
- 10) implementation of the environmental strategy for reduction of CO2 emissions;
- 11) process of buying back used electronic equipment (computers, laptops and tablets) by the Management Board Members on the same terms as applied to all employees in Orange Polska.

Significant issues considered by the Remuneration Committee in 2022:

- 1) review of all incentive and employee engagement systems: reward and recognition, diversity and wellbeing, and social barometer follow-up;
- 2) review of the remuneration policy applicable to both managers and the Orange Polska capital group;
- 3) analysis of the equality policy in terms of remuneration and comparison of the remuneration of women and men in Orange Polska;
- 4) changes in Orange Polska's organisation caused by COVID 19, with sanitary rules and the continuation of hybrid work;
- 5) Orange Polska succession plan for MBM and Executive Directors.

The Remuneration Committee operated in accordance with its working plan for 2022 approved by all the Remuneration Committee's Members.

REPORT

from the activities of the Strategy Committee of the Supervisory Board of Orange Polska S.A. in 2022

The Strategy Committee was established by virtue of the Resolution of the Supervisory Board dated 15 June 2005.

The Committee is a collegial body whose role is to support the work of the SVB, in particular in the following areas:

- strategic plans set out by the Management Board and especially their main strategic options;
- the Management's planning processes;
- strategic projects related to the development of Orange Polska (such as strategic agreements, alliances, technological and industrial cooperation agreements; significant acquisitions and sales of assets).

The Strategy Committee provides, furthermore, support and advice to the Management Board in these areas.

Strategy Committee members in 2022:

Chairman:

Jean-Marc Vignolles

Members:

Philippe Béguin
Bénédicte David
Bartosz Dobrzyński ("Independent Director") – from 22 April 2022
Patrice Lambert de Diesbach
Monika Nachyła ("Independent Director")
Dr. Maria Pasło-Wiśniewska ("Independent Director")
Wioletta Rosołowska ("Independent Director")

Permanent guests:

Maciej Witucki, Chairman of the Supervisory Board
Russ Houlden, Chairman of the Audit Committee

All Supervisory Board Members are invited to participate in Strategy Committee meetings.

Supervisory Board members and Orange Polska Management Board actively participated in the works of the Committee, whenever appropriate.

Secretary of the Strategy Committee in 2022 was Maria Janczar, Orange Polska Corporate Strategy & Market Research Director.

In 2022 the Strategy Committee held four meetings.

Letter from the Chairman of the Strategy Committee

Dear Shareholder,

2022 was on many dimensions very different year than any of the previous in the history of Orange Polska. It has brought to the whole world and to Poland in particular, dynamic economic and geopolitical changes. When we were all expecting continuation of post-pandemic recovery, the inflationary pressure, energy crises and finally the war in Ukraine has challenged the global balance and the perception of stability among businesses and consumers.

I'm exceptionally proud of Orange Polska as well as its employees joint efforts and active involvement into securing the Company results together with important support provided to those affected by the war in Ukraine – it has made a real difference in the lives of so many.

Orange Polska was able to successfully navigate through these uncertain times and despite strong headwinds continued its .Grow strategy execution with great results. The Strategic Committee was bolstering Management of the Company through discussions on key strategic development areas such as digital transformation, vision for next level of B2B and ICT services, as well as new opening on wholesale operations.

Among top priority areas discussed during our meetings was also Human Capital strategy of Orange Polska, with special focus on recruitment approach, competencies development, talents management and remuneration policy under current dynamically changing macroeconomic situation.

A lot of Committee's attention was also devoted to energy crisis topic, both through overview of Orange Polska own energy consumption optimisation and transformation toward renewable sources as well as repositioning of reselling activities conducted by its Subsidiary - Orange Energia.

The past year has been a challenging but also rewarding one for the Company. Orange Polska remains committed to delivering value to our Shareholders and steering over any economic and political uncertainties that may arise in the future.

Thank you for your continued support.

Jean-Marc Vignolles

Chairman of the Strategy Committee

Issues on the Strategy Committee's agenda for 2022

OPL approach to digital

Digital is the new normal in Poland as customer behavior and needs have changed. Digital was recognised in .Grow strategy as a key strategic lever for future Orange Polska development. The Committee reviewed the setup of Digitization unit that is to deliver ambitious targets: i.e. 25% of sales and 75% of all customer contacts in digital channels in 2024.

B2B and ICT strategy

Orange Polska, a leader on B2B market, reconfirms the directions set in .grow strategy through continuation of value creation path and exploration of emerging sources of growth whilst holistically reinventing itself. B2B unit today is the holding of companies with E2E offering, building synergies on customer relation level. The Committee discussed macro challenges cumulated in recent months and impacting B2B operations.

Overview of OPL wholesale business

Telecommunication market in Poland is still very diversified: along country-wide operators there are hundreds of smaller entities with total number of players exceeding 4000. Growing coverage of wholesale-only fiber operators but also increasing interest in fiber infrastructure sharing by integrated players are changing the dynamics of wholesale market. The Committee analyzed how OPL wholesale strategy reflects recent market trends.

Reshaping Orange Energy

2021 was a year of extraordinary energy price increase with negative impact on whole energy market and OE. Changes implemented in 2021 (offer construction & hedging strategy) decreased significantly risk profile of OE business and allowed to achieve positive results in 1H2022. The Committee discussed Orange Energy transformation plan and outlook on future opportunities & risks.

Green energy transformation

Climate responsibility is an immanent element of .Grow strategy. Orange Polska is halfway towards 2025 renewable energy and emission reduction goals. While PPA contracts are key for climate goals, efficiency remains crucial & energy optimization programme continues. The Committee analyzed company achievements to date and plans for further actions.

Human Capital strategy

The Committee reviewed Orange Polska Human Capital strategy regarding recruitment and competencies development, along with talents management and remuneration policy with view on dynamically changing macroeconomic situation.

Uchwała nr 6/23

(Resolution no.6/23)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 15.02.2023

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie wniosku Zarządu Orange Polska S.A. dotyczącego podziału niepodzielonych zysków oraz pokrycia niepokrytych strat

on Management Board's motion on distribution of the undivided profit and the uncovered losses

§ 1

W związku z przejęciem w 2022 roku w trybie art. 492 § 1 pkt 1, art. 494 § 1 kodeksu spółek handlowych TP TelTech sp. z o. o. przez Orange Polska S.A., Zarząd Orange Polska S.A. przyjmuje następujący wniosek:

- 1) niepodzielone zyski w kwocie 10.132.884,30 zł (słownie: dziesięć milionów sto trzydzieści dwa tysiące osiemset osiemdziesiąt cztery złote i trzydzieści groszy) przeznacza się na:
 - a) kapitał rezerwowy, o którym mowa w § 30 ust. 3 Statutu Spółki – 202.657,69 zł (słownie: dwieście dwa tysiące sześćset pięćdziesiąt siedem złotych sześćdziesiąt dziewięć groszy),
 - b) kapitał rezerwowy – 9.930.226,61 zł (słownie: dziewięć milionów dziewięćset trzydzieści tysięcy dwieście dwadzieścia sześć złotych sześćdziesiąt jeden groszy).
- 2) niepokryte straty z lat ubiegłych w kwocie 46.469.743,83 zł (słownie: czterdzieści sześć milionów czterysta sześćdziesiąt dziewięć tysięcy siedemset czterdzieści trzy złote osiemdziesiąt trzy grosze) pokrywa się z kapitału rezerwowego.

§ 2

Przeniesione na kapitał rezerwowy kwoty, o których mowa w § 1 pkt. 1b będą mogły być przeznaczone na wypłatę dywidendy.

§ 3

- 1) Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem dotyczącym podziału niepodzielonych zysków oraz pokrycia niepokrytych strat z lat ubiegłych, zgodnie z brzmieniem § 1.
- 2) Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej wniosek, o którym mowa w § 1 celem dokonania jego oceny.
- 3) Projekt stosownej uchwały Zwyczajnego Walnego Zgromadzenia stanowi załącznik do niniejszej uchwały.

§ 1

In connection with the takeover in 2022 of TP TelTech sp. z o.o. by Orange Polska S.A. in the mode of art. 492 § 1 point 1 and art. 494 § 1 of the commercial companies code, Orange Polska S.A. Management Board adopts the following motion:

- 1) the undivided profits amounting to PLN 10,132,884.30 (in words: PLN ten million one hundred and thirty two thousand eight hundred and eighty four 30/100) shall be allocated to:
 - a) the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 202,657.69 (in words: PLN two hundred and two thousand six hundred and fifty seven 69/100),
 - b) the reserve capital – PLN 9,930,226.61 (in words: PLN nine million nine hundred and thirty thousand two hundred and twenty six 61/100).
- 2) the uncovered losses from previous years amounting to PLN 46,469,743.83 (in words: forty six million four hundred and sixty nine thousand seven hundred and forty three 83/100) shall be covered from the reserve capital.

§ 2

The amounts allocated to the reserve capital, referred to in § 1 point 1b may be distributed as a dividend.

§ 3

- 1) Orange Polska S.A. Management Board decides to move to the Annual General Meeting a motion on distribution of the undivided profits and on covering uncovered losses from previous years in accordance with the wording of § 1.
- 2) Orange Polska S.A. Management Board decides to submit to the Supervisory Board a motion, referred to in § 1 for appraisal.
- 3) Draft of the relevant Annual General Meeting resolution has been included in attachment to this resolution.

(English text of the resolution is the translation)

Uchwała nr 29/23

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 1.06.2023 r.

podjęta w trybie obiegowym (passed by circulation)

w sprawie zaopiniowania wniosków Zarządu kierowanych do Walnego Zgromadzenia

Na podstawie § 23 ust. 2 pkt 7) Statutu Spółki, uchwała się, co następuje:

§ 1

Rada Nadzorcza wyraża pozytywną opinię odnośnie:

- a) zmiany Dnia Dywidendy oraz terminu wypłaty dywidendy, zgodnie z uchwałą nr 22/23 Zarządu Spółki z dnia 25 maja 2023 r.
- b) podziału niepodzielonych zysków oraz pokrycia niepokrytych strat w związku z przejęciem w 2022 roku TP TelTech sp. z o.o., zgodnie z uchwałą nr 6/23 Zarządu Spółki z dnia 15 lutego 2023 r.

on expressing an opinion on the Management Board's motions submitted to the General Meeting

Pursuant to § 23 clause 2 item 7) of the Company's Articles of Association, the following is resolved:

§ 1

The Supervisory Board hereby grants its positive opinion on:

- a) change of the Dividend Date and the dividend payment date, in accordance with the resolution no 22/23 of the Company's Management Board dated 25 May 2023.
- b) distribution of the undivided profit and the uncovered losses, in connection with the takeover in 2022 of TP TelTech sp. z o.o., in accordance with the resolution no. 6/23 of the Company's Management Board dated 15 February 2023.

(English text of the resolution is the translation)

Za zgodność
(Attested for conformity)



Maciej Witucki

Przewodniczący Rady Nadzorczej
(Chairman of the Supervisory Board)

point 5.

of the meeting agenda

Adoption of the following resolutions concerning:

- a) approval of Orange Polska S.A. separate financial statements for the 2022 financial year,
- b) distribution of the Orange Polska S.A. profit for the 2022 financial year,
- c) distribution of undivided profits and covering of the uncovered losses of Orange Polska S.A. in connection with the takeover in 2022 of TP TelTech sp. z o.o.
- d) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2022 financial year,
- e) approval of the Orange Polska Group consolidated financial statements for the 2022 financial year,
- f) approval of the Supervisory Board report for the 2022 financial year,
- g) granting approval of the performance of duties of the members of Orange Polska S.A. governing bodies in the financial year 2022,
- h) granting approval of the performance of duties of the members of TelTech sp. z o.o. governing bodies in the financial year 2022,

Attachment no. 2 to the resolution no. 3/23
of Orange Polska S.A. Management Board
dated 15.02.2023

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated xx.xx.2023

on approval of the Orange Polska S.A. IFRS financial statements for 2022

On the basis of art. 53 clause 1 of the Accounting 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 Annual General Meeting approves the Orange Polska S.A. IFRS financial statements for 2022 which include:

- 1) income statement for 2022 showing net income of PLN 757 million (in words: PLN seven hundred and fifty seven million),
- 2) statement of comprehensive income for 2022 showing total comprehensive income of PLN 1,123 million (in words: PLN one billion one hundred and twenty three million),
- 3) statement of financial position as at 31 December 2022, with the balance sheet total of PLN 25,279 million (in words: PLN twenty five billion two hundred and seventy nine million),
- 4) statement of changes in equity for 2022 showing an increase in equity by PLN 696 million (in words: PLN six hundred and ninety six million),
- 5) statement of cash flows for 2022 showing an increase in cash and cash equivalents by PLN 29 million (in words: PLN twenty nine million),
- 6) notes to the financial statements.

§ 2

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

Attachment to the resolution no 22/23
of Orange Polska S.A. Management Board
dated 25.05.2023

resolution no...

of the Annual General Meeting
of Orange Polska S.A.

dated xx.xx.2023

on distribution of Orange Polska S.A. profit

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 income of Orange Polska S.A. for the 2022 financial year of PLN 756,729,492.64 (in words: PLN seven hundred and fifty six million seven hundred and twenty nine thousand four hundred and ninety two 64/100) shall be divided in the following manner:

- 1) for a dividend – PLN 459,325,117.65 (in words: PLN four hundred and fifty nine million three hundred and twenty five thousand one hundred and seventeen 65/100).
The amount of dividend shall be PLN 0.35 (in words: thirty five groszy) for each entitled share.
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,134,589.85 (in words: PLN fifteen million one hundred and thirty four thousand five hundred and eighty nine 85/100).
- 3) to the reserve capital – PLN 282,269,785.14 (in words: PLN two hundred and eighty two million two hundred and sixty nine thousand seven hundred and eighty five 14/100).

§ 2

Persons being the Company's shareholders on 12 July 2023 (the Dividend Day) shall be entitled to the dividend.

§ 3

The dividend shall be paid on 20 July 2023.

§ 4

The amounts allocated to the reserve capital, referred to in § 1 point 3 may be distributed as a dividend.

§ 5

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

Attachment to the resolution no 6/23
of Orange Polska S.A. Management Board
dated 15.02.2023

resolution no...

of the Annual General Meeting
of Orange Polska S.A.

dated xx.xx.2023

on distribution of undivided profits and covering of the uncovered losses of Orange Polska S.A.

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

In connection with the takeover in 2022 of TP TelTech sp. z o.o. by Orange Polska S.A. in the mode of art. 492 § 1 point 1 and art. 494 § 1 of the commercial companies code, the following resolution is hereby adopted:

- 1) the undivided profits amounting to PLN 10,132,884.30 (in words: PLN ten million one hundred and thirty two thousand eight hundred and eighty four 30/100) shall be allocated to:
 - a) the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 202,657.69 (in words: PLN two hundred and two thousand six hundred and fifty seven 69/100),
 - b) the reserve capital – PLN 9,930,226.61 (in words: PLN nine million nine hundred and thirty thousand two hundred and twenty six 61/100).
- 2) the uncovered losses from previous years amounting to PLN 46,469,743.83 (in words: forty six million four hundred and sixty nine thousand seven hundred and forty three 83/100) shall be covered from the reserve capital.

§ 2

The amounts allocated to the reserve capital, referred to in § 1 point 1b may be distributed as a dividend.

§ 3

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

Attachment no. 2 to the resolution no. 4/23
of Orange Polska S.A. Management Board
dated 15.02.2023

resolution no. ...

of the Annual General Meeting
of Orange Polska S.A.

dated xx.xx.2023

on approval of the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in the 2022 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 Annual General Meeting approves the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in the 2022 financial year.

§ 2

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

Attachment no. 3 to the resolution no. 4/23
of Orange Polska S.A. Management Board
dated 15.02.2023

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated xx.xx.2023

on approval of the Orange Polska Group IFRS consolidated financial statements for 2022

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 Annual General Meeting approves the Orange Polska Group IFRS consolidated financial statements for 2022, which include:

- 1) consolidated income statement for 2022 showing net income of PLN 724 million (in words: PLN seven hundred and twenty four million), including net income attributable to owners of Orange Polska S.A. of PLN 724 million (in words: PLN seven hundred and twenty four million),
- 2) consolidated statement of comprehensive income for 2022 showing total comprehensive income of PLN 1,174 million (in words: PLN one billion one hundred and seventy four million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 1,174 million (in words: PLN one billion one hundred and seventy four million),
- 3) consolidated statement of financial position as at 31 December 2022, with the balance sheet total of PLN 26,766 million (in words: PLN twenty six billion seven hundred and sixty six million),
- 4) consolidated statement of changes in equity for 2022 showing an increase in total equity by PLN 842 million (in words: PLN eight hundred and forty two million), including an increase in equity attributable to owners of Orange Polska S.A. by PLN 842 million (in words: PLN eight hundred and forty two million),
- 5) consolidated statement of cash flows for 2022 showing an increase in cash and cash equivalents by PLN 91 million (in words: PLN ninety one million),
- 6) notes to the consolidated financial statements.

§ 2

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

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on approval of the Supervisory Board report for the 2022 financial year

§ 1

The Supervisory Board of the Orange Polska S.A. report for the 2022 financial year is approved.

§ 2

The resolution enters into force upon adoption.

**List of persons performing the functions of the Orange Polska S.A. Management Board's members
in the financial year 2022**

- | | | |
|----|-----------------------------|------------------|
| 1. | Julien Ducarroz | - President |
| 2. | Jolanta Barbara Dudek | - Vice President |
| 3. | Bożena Katarzyna Leśniewska | - Vice President |
| 4. | Witold Ryszard Drożdż | - Member |
| 5. | Piotr Tadeusz Jaworski | - Member |
| 6. | Jacek Kowalski | - Member |
| 7. | Jacek Marek Kunicki | - Member |
| 8. | Maciej Mateusz Nowohoński | - Member |

**List of persons performing the functions of the Orange Polska S.A. Supervisory Board's members
in the financial year 2022**

- | | | | |
|-----|---|-------------------|------------------------------|
| 1. | Maciej Krzysztof Witucki | - Chairman | |
| 2. | Ramon Fernandez | - Deputy Chairman | |
| 3. | Marc Ricau | - Secretary | |
| 4. | Philippe Béguin | - Board Member | |
| 5. | Bénédicte David | - Board Member | |
| 6. | Bartosz Dobrzyński | - Board Member | <i>(from 22 April 2022)</i> |
| 7. | John Russell Houlden | - Board Member | |
| 8. | Marie-Noëlle Jégo-Laveissière | - Board Member | |
| 9. | prof. Michał Kleiber | - Board Member | <i>(until 22 April 2022)</i> |
| 10. | Patrice Pierre Philippe Lambert de Diesbach | - Board Member | |
| 11. | Monika Aleksandra Nachyła | - Board Member | |
| 12. | dr. Maria Paśło-Wiśniewska | - Board Member | |
| 13. | Wioletta Rosołowska | - Board Member | |
| 14. | Jean-Michel Thibaud | - Board Member | |
| 15. | Jean-Marc Vignolles | - Board Member | |

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on granting approval of the performance of duties of the Orange Polska S.A. Management Board's President/member

§ 1

The approval of the performance by Mr/s of his/her duties as the President / a member of the Orange Polska S.A. Management Board in financial year 2022 is granted.

§ 2

The resolution enters into force upon adoption.

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on granting approval of the performance of duties of the Orange Polska S.A. Supervisory Board member

§ 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 2022 is granted.

§ 2

The resolution enters into force upon adoption.

**List of persons performing the functions of the TP TelTech sp. z o.o. Management Board's members
in the financial year 2022**

- | | | |
|----|----------------------------|------------------|
| 1. | Dariusz Kowalczyk-Tomerski | - President |
| 2. | Leszek Lis | - Vice President |
| 3. | Michał Wójtowicz | - Member |

**List of persons performing the functions of the TP TelTech sp. z o.o. Supervisory Board's members
in the financial year 2022**

- | | | | |
|----|----------------------|----------------|--------------------------------|
| 1. | Piotr Jaworski | - Chairman | |
| 2. | Sławomir Chmielewski | - Board Member | |
| 3. | Jerzy Drozd | - Board Member | <i>(until 31 January 2022)</i> |
| 4. | Jerzy Iwaszkiewicz | - Board Member | <i>(until 27 July 2022)</i> |
| 5. | Jacek Kunicki | - Board Member | |

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on granting approval of the performance of duties of the TP TelTech sp. z o.o. Management Board's President/member

§ 1

The approval of the performance by Mr/s of his/her duties as the President / a member of the TP TelTech sp. z o.o. Management Board in financial year 2022 is granted.

§ 2

The resolution enters into force upon adoption.

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on granting approval of the performance of duties of the TP TelTech sp. z o.o. Supervisory Board member

§ 1

The approval of the performance by Mr/s. of his/her duties as a member of the TP TelTech sp. z o.o. Supervisory Board in financial year 2022 is granted.

§ 2

The resolution enters into force upon adoption.

point 6.

of the meeting agenda

Adoption of the resolution on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board.

Uchwała nr 15/23

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 21.04.2023 r.

**w sprawie przyjęcia sprawozdania Rady Nadzorczej
o wynagrodzeniach za rok 2022**

**on adoption of the Supervisory Board's report
on remuneration in 2022**

Na podstawie § 23 ust. 2 pkt 12) Statutu Spółki, uchwała się,
co następuje:

Pursuant to § 23 clause 2 point 12) of the Company's
Articles of Association, the following is resolved:

§ 1

Rada Nadzorcza przyjmuje Sprawozdanie
o wynagrodzeniach Członków Zarządu oraz Rady Nadzorczej
Orange Polska S.A. za rok 2022, stanowiące załącznik do
niniejszej uchwały oraz postanawia przedłożyć je
Zwyczajnemu Walnemu Zgromadzeniu do zaopiniowania.

§ 1

The Supervisory Board adopts the Report
on the Remuneration of the Members of the Management
Board and Supervisory Board of Orange Polska S.A.
in 2022, annexed hereto, and decides to submit it
to the Annual General Meeting for an opinion.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. John Russell Houlden

8. Patrice Lambert de Diesbach

9. Monika Nachyła

10. Maria Paśło-Wiśniewska

11. Wioletta Rosołowska

12. Jean-Michel Thibaud

13. Jean-Marc Vignolles

Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022

This Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. ("the Remuneration Report") has been developed by the Supervisory Board of Orange Polska S.A. in compliance with the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies ("the Public Offering Act").

The Report covers the financial year 2022 and provides an overview of the remuneration granted in line with the Remuneration Policy of Orange Polska S.A. and, from 17 June 2020, also the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. with subsequent amendments ("the Remuneration Policies"). The Remuneration Policies support the implementation of the strategy of Orange Polska S.A. ("the Company") and the protection of its long-term interests. In particular, by ensuring market-competitive base salaries and additional benefits, Orange Polska S.A. strives to recruit and retain the Company's key people. The purpose of the short-term and long-term variable remuneration, which depends on the Company's key financial indicators, is to motivate the Management Board Members to achieve strategic goals, which are subsequently cascaded to employees at lower levels of the organisation in the form of management goals.

The Remuneration Policies applied by the Company are also an element of its comprehensive strategy. By enabling the recruitment, retention and motivation of the best managers and professionals in the specialised areas existing in Orange Polska S.A., they provide people prepared to achieve the strategic goals of the Company.

Remuneration levels within Orange Polska S.A. are regularly compared to the remuneration practices of competitive companies in the market. Total remuneration of employees depends in particular on the Company's financial results as well as each employee's individual contribution and performance.

1.Changes in the Company's Boards

There were no changes in the composition of the Management Board in 2022. As of 31 December 2022, the Company's Management Board was composed of: Julien Ducarroz, Jolanta Dudek, Bożena Leśniewska, Witold Drożdż, Piotr Jaworski, Jacek Kowalski, Jacek Kunicki and Maciej Nowohoński.

There were the following changes in the composition of the Supervisory Board in 2022: On 22 April 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.

2.Description of the Remuneration Policies

In line with the requirements set in the Public Offering Act, on 17 June 2020 the Annual General Meeting adopted the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., which was subsequently amended on 27 August 2020. Under this Policy, the Company's remuneration system for the Management Board Members consists of fixed and variable components, including:

- i. base salary;
- ii. performance-based bonus (variable component of remuneration);
- iii. benefits and allocation benefits;

- iv. long-term capital remuneration;
- v. base premium for participation in the pension scheme;
- vi. employment termination benefits;
- vii. other benefits arising out of the provisions of labour law.

The remuneration paid in 2022 was structured in compliance with the adopted Remuneration Policies and thus furthered the key objectives thereof.

The detailed terms of remuneration have been regulated in individual employment contracts with Members of the Management Board.

Some remuneration components due to the Management Board Members employed by the Company (including employee pension scheme premiums or some non-pecuniary benefits) were granted based on internal regulations which apply also to other employees of the Company.

In line with the Company's Articles of Association, Members of the Management Board are appointed and removed by the Supervisory Board. The term of office of each Member of the Management Board is three years. Remuneration payments to the Management Board Members were effected pursuant to employment contracts concluded for their term of office.

Mr. Julien Ducarroz, who has been the President of the Management Board of Orange Polska S.A. since 1 September 2020, remains employed by Swiss-based Orange Global International Mobility SA (OGIM SA), an Orange SA Group company, and performs his duties as the CEO on the basis of appointment, as he has been posted to Orange Polska S.A.

Members of the Supervisory Board are appointed and removed by the General Meeting. Their individual term of office is three years. No contracts related to their functions in the Supervisory Board are concluded with the Supervisory Board Members. Their remuneration is payable pursuant to the relevant resolution appointing the Supervisory Board Member, Resolution No. 33 of the General Meeting of Orange Polska S.A. dated 9 April 2015 on the terms of remuneration of Members of the Supervisory Board, and the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. Simultaneously, the Supervisory Board Members other than Independent Members may remain employed by an Orange SA Group company; then, no remuneration is due to them for performing functions in the Supervisory Board.

In line with the Company's Articles of Association, at least four Members of the Supervisory Board of Orange Polska S.A. shall be Independent Members, meeting the independence criteria specified in the Articles of Association and the Act of 11 May 2017 on certified auditors, audit firms and public oversight with respect to Independent Members of the Audit Committee.

In 2022, Orange Polska S.A. had five independent Members on the Supervisory Board, namely: Bartosz Dobrzyński (since 22 April 2022), John Russell Houlden, Prof. Michał Kleiber (to 22 April 2022), Monika Nachyła, Maria Pasło-Wiśniewska PhD and Wioletta Rosołowska.

3. Remuneration of the Members of the Management Board and Supervisory Board

a. Base salary

The terms of base salaries of the Management Board Members take into account the remuneration standards for particular positions related to the scope of duties and the market valuation of the work performed. Orange Polska S.A. monitors the remuneration market by comparing, at least annually, the Company's salaries and remuneration practices to the remuneration in other companies in the Polish market.

In the reported period, Orange Polska S.A. determined remuneration terms based on non-discrimination, particularly with respect to gender, age, disability, race, religion, nationality, political opinion, trade union membership, ethnic origin and sexual orientation. The Company regularly reviewed its remuneration practices for non-discrimination.

The Company has followed the Diversity Management Policy for the Members of the Management Board, adopted by the Supervisory Board on 3 November 2021, and the Diversity Management Policy for the Members of the Supervisory Board, adopted by the Annual General Meeting on 22 April 2022.

With respect to the Management Board Members, the Remuneration Committee of the Supervisory Board has the right to recommend the terms or employment, including the amount of base salary, based on the following premises:

- i. scope of responsibilities and complexity specific to the position;
- ii. market competitiveness of the remuneration;
- iii. recommendation of the President of the Management Board (does not apply to the remuneration of the latter);
- iv. recommendation of the Member of the Management Board in charge of Human Capital in the Company (does not apply to the remuneration of the latter);
- v. individual contribution of the Management Board Member to the implementation of the Company's strategy.

b. Benefits

The Company provided a package of benefits to Members of the Management Board of Orange Polska S.A. aimed to enable and facilitate the performance of their duties within the Company.

Members of the Management Board employed by Orange Polska S.A. were entitled to the following non-pecuniary remuneration components:

- i. training and studies aimed at improving professional qualifications;
- ii. medical care package for Members of the Management Board and their relatives (children, partners/spouses);
- iii. life insurance;
- iv. landline Internet at the place of residence (Orange Polska S.A.'s telecommunications infrastructure permitting);
- v. protection in the case of liability arising from the performance of the Management Board Member's duties, including in the form of insurance protection;
- vi. other non-pecuniary benefits to which the Company's employees are entitled in accordance with the internal regulations of Orange Polska S.A.

Members of the Management Board posted to Poland are entitled to all or some of the benefits listed above, or the benefits available according to the regulations of the posting company, provided that they are approved by the Supervisory Board of Orange Polska S.A.

In 2022, Members of the Management Board employed by Orange Polska S.A. were actually granted the following benefits (accounted for in the Table 1a below):

- i. medical care package for Members of the Management Board and their relatives (children, partners/spouses);
- ii. life insurance;
- iii. landline Internet at the place of residence;
- iv. other non-pecuniary benefits to which the Company's employees are entitled in accordance with the internal regulations of Orange Polska S.A.

Members of the Management Board were also entitled to liability insurance in 2022.

Members of the Management Board were granted some benefits from which also persons closely associated with them could benefit in line with the terms of their employment contracts. The value of such benefits is indicated in the Table 1a below under the caption Benefits.

While performing the duties of the President of the Management Board of Orange Polska S.A., Mr. Julien Ducarroz was entitled to the benefits resulting from the International Mobility Policy of the Orange Group, payable by Orange Polska S.A. pursuant to an agreement between Orange Polska S.A. and OGIM SA. The amount of his remuneration and benefits is shown in the Table 1b below.

In the reported period, Members of the Management Board of Orange Polska S.A., excluding Julien Ducarroz posted to the position of the President of the Management Board, did not receive remuneration from other Orange SA Group companies except for eligibility to participate in the Long Term Incentive Plan (LTIP).

In the reported period, Members of the Management Board of Orange Polska S.A. did not receive remuneration from other Orange Polska S.A. Group companies.

c. Other benefits eligible to Members of the Management Board on the same terms as to all employees

Members of the Management Board employed by Orange Polska S.A. had the right to join the Employee Pension Scheme ("EPS"), which is financed by Orange Polska S.A. This scheme is a pension fund (Orange Polska Employee Pension Fund). Members of the Management Board become eligible after they have worked for at least six months in Orange Polska S.A. The Company finances a monthly base premium in the amount of 7% of the gross remuneration amount, which constitutes the base for the calculation of the pension and disability insurance premiums. In 2022, Members of the Management Board employed by Orange Polska S.A. made use of this benefit.

A Member of the Management Board, Piotr Jaworski, uses a housing unit from the Company's resources under a rental agreement concluded prior to his appointment to the Management Board. The rent for the dwelling is determined in the same way as for other people using dwellings from the Company's resources.

d. Benefits related to termination of employment with Orange Polska S.A.

In case of employment termination, employment contracts with Members of the Management Board employed by Orange Polska S.A. are terminated with a six-month notice.

Upon termination of the employment contract with a Member of the Management Board by the Company with a notice, without a notice pursuant to Article 53 of the Labour Code or by mutual consent of the parties, as well as upon expiration of the term for which the employment contract was concluded, Members of the Management Board are entitled to severance pay in the amount of their six-month base salary.

All Members of the Management Board are obliged to refrain from engaging in any competitive activities for twelve months after the termination of employment with Orange Polska S.A. Subject to certain exceptions, in return for refraining from competitive activities they are entitled to receive compensation in the amount of their six-month base salary.

e. Variable remuneration component

Each Member of the Management Board was entitled to variable remuneration component dependent on the achievement of annual and semi-annual financial and non-financial objectives.

The purpose of the bonus system was to motivate Members of the Management Board to achieve high performance by attaining the predefined and agreed objectives which support the implementation of the Company's strategy and growth of customer satisfaction. In addition, the system of objectives stimulated co-operation among employees and business units by setting some solidarity objectives in addition to individual ones.

For Members of the Management Board, the variable component of remuneration is more related to the Company's performance and depends more on the achievement of solidarity goals, which are financial objectives shared by all Members of the Management Board, than in the case of other employees of the Company.

The variable component of remuneration was determined in semi-annual settlement periods, and its calculation was based on the evaluation of the achievement of objectives defined for each Member of the Management Board in their individual task sheets.

The annual and semi-annual objectives for Members of the Management Board depended on the Company's business plans for a given period, scope of responsibility of the particular Member of the Management Board, recommendations of the President of the Management Board and recommendations of the Member of the Management Board in charge of Human Capital in the Company.

Solidarity objectives included EBITDAaL (EBITDA after Leases), Organic Cash Flow, the Green indicator referring to CO₂ emissions in the entire Orange Polska Group, and customer satisfaction with Orange services

(Perception NPS). Individual objectives were related to the performance of the function reporting to the Management Board Member and management evaluation.

If objectives were assessed to have been achieved in 100%, the amount of the variable remuneration component was 50% of the base salary due for a given period under the employment contract. The achievement of the set objectives below or above 100% entailed a lower or higher amount of the variable remuneration, respectively. Performance in 2022 permitted granting the variable remuneration component to all Members of the Management Board, which is reflected in the Tables 1a and 1b below.

On March 25, 2022, the Supervisory Board, upon recommendation of its Remuneration Committee, granted the right to the additional Stretch Bonus to the President and Members of the Management Board. The award of the Stretch Bonus is based on EBITDAaL, eCAPEX and OCF as financial triggers. The terms of payment of the Stretch Bonus are each time determined by the Supervisory Board based on the recommendation of its Remuneration Committee.

The Stretch Bonus for the President and Members of the Management Board for 2022, due to the fulfillment of the predefined conditions, will be paid in 2023.

Table 1a. Total remuneration of Members of the Management Board in 2022

Full name	1. Fixed remuneration (PLN '000)						2. Variable remuneration (PLN '000) ¹				Total remuneration for 2022 (PLN '000)	Proportion between fixed and variable remuneration granted in 2022 (%)	Variable remuneration for 2021 paid in 2022 (w/o advance on the MBO bonus paid in December 2021) (PLN '000)
	Base salary	Benefits*	Benefits for relatives	Compensation and severance pay	Other payments (including EPS)	Total fixed remuneration	Granted for the first half of 2022	Granted for the second half of 2022	Annual, granted for 2022 (Stretch Bonus)	Total variable remuneration			
1	2	3	4	5	6	7	8	9	10	11	12	13	14
Jolanta Dudek	1,200	29	0	0	128	1,357	331	432	100	863	2,220	61%/39%	278
Bożena Leśniewska	1,440	32	0	0	157	1,629	412	536	120	1,068	2,697	60%/40%	356
Witold Drożdż	960	32	0	0	105	1,097	274	346	80	700	1,797	61%/39%	231
Piotr Jaworski	1,020	35	0	0	111	1,166	287	367	85	739	1,905	61%/39%	240
Jacek Kowalski	1,140	29	0	0	124	1,293	315	410	95	820	2,113	61%/39%	289
Jacek Kunicki ¹⁾	1,080	43	0	0	116	1,239	303	386	90	779	2,018	61%/39%	233
Maciej Nowochoński	1,176	33	0	0	127	1,336	325	429	98	852	2,188	61%/39%	281

* Includes family members in line with the provisions of section 3b(ii) above. Includes an additional benefit in the form of festival passes, which were used by Bożena Leśniewska (for Orange Warsaw Festival and Open'er Festival) and Piotr Jaworski (for Orange Warsaw Festival). In addition, Bożena Leśniewska used a sport card financed from the Company Social Benefits Fund. The benefit was worth PLN 492 in 2022 (not included in the Table 1a above).

¹ The figure Includes the variable remuneration component accrued in 2022 and payable in 2023, as approved by the Supervisory Board of Orange Polska S.A., while excludes the variable remuneration component accrued in 2021 and paid in 2022.

Table 1b. The amounts paid by Orange Polska S.A. in 2022 as the reimbursement of the costs related to posting of the President of the Management Board

Full name	1. Fixed remuneration (PLN '000)*	2. Variable remuneration (PLN '000) ¹			Total remuneration (PLN '000)	Proportion between fixed and variable remuneration (%)	Variable remuneration for 2021 paid in 2022 (without advance on the MBO bonus paid in December 2021) (PLN '000)
		excluding annual Stretch Bonus granted for 2022	Annual, granted for 2022 (Stretch Bonus)	Total variable remuneration			
1	2	3	4	5	6	7	8
Julien Ducarroz	3 848	1 165	657	1 822	5 670	68%/32%	1 077

¹ The figure includes the variable remuneration component accrued in 2022 and payable in 2023, as approved by the Supervisory Board of Orange Polska S.A., while excludes the variable remuneration component accrued in 2021 and paid in 2022 (except for the amount resulting from foreign exchange gains/losses).

* Fixed remuneration includes an additional benefit in the form of a pass for Orange Warsaw Festival, received by the President of the Management Board from Orange Polska S.A. The benefit was worth PLN 1,998.

f. Variable remuneration objectives for Members of the Management Board

The indicators presented below constituted the basis for setting solidarity objectives for Members of the Management Board and were settled in direct relation to the Company's annual performance. The total remuneration of each Member of the Management Board complied with the adopted Remuneration Policy of Orange Polska S.A. and the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. The objectives and the way of setting them were approved, following a review, by the Remuneration Committee of the Supervisory Board.

The objectives for the Management Board Members were settled on a semi-annual basis (with reference to the Company's annual results) by the Supervisory Board of Orange Polska S.A. upon recommendations of the Remuneration Committee of the Supervisory Board. Orange Polska S.A. presents in its published consolidated financial statements the financial indicators which determine the Company's financial standing to the stock exchange. The objectives pursued by the Management Board were closely related to these financial indicators, and the achievement thereof had a direct impact on the amount of the variable component of remuneration payable to each Member of the Management Board. Therefore, the achievement of these objectives contributed to the long-term performance of the Company.

The indicators for setting solidarity objectives in 2022 were as follows: EBITDAaL, Organic Cash Flow (OCF), CO₂ emissions (Green) and Perception NPS.

The variable component of remuneration was determined on the basis of the achievement of both solidarity and individual objectives.

Table 2. Year-average share (%) of different categories of objectives in the amount of variable remuneration granted to Members of the Management Board in 2022

Full name	Share of solidarity objectives (%)	Share of individual objectives (%)
Julien Ducarroz	81%	19%
Jolanta Dudek	85%	15%
Bożena Leśniewska	82%	18%
Witold Drożdż	83%	17%
Piotr Jaworski	84%	16%
Jacek Kowalski	85%	15%
Jacek Kunicki	84%	16%
Maciej Nowohoński	84%	16%

In 2022, Orange Polska S.A. did not exercise the option to demand the return of the variable components of remuneration.

g. Orange Polska S.A. Incentive Programmes

Long Term Incentive Programme for the key executives of Orange Polska S.A. based on derivatives (LTI)

On 23 July 2021, the Supervisory Board of Orange Polska S.A. adopted the Long Term Incentive Programme for the key executives of Orange Polska S.A. based on derivatives (phantom shares), where the underlying instrument is the price of Orange Polska S.A. shares listed on the Warsaw Stock Exchange (WSE). The scheme aims to mobilise the key executives towards the long-term financial performance of the Company and value creation for the investors, as well as environmental care. The latter dimension of activities focuses on a reduction of CO₂ emissions and, as an incentive instrument, directly supports the implementation of one of the key elements of Orange Polska's strategy, which is environmental protection.

The Programme is based on three-year cycles (Programme Series), beginning in consecutive calendar years. Two series, 2021–2023, and 2022–2024, have been launched in the Programme.

According to the Programme Regulations, the President and other Members of the Management Board are eligible to purchase 43,200 phantom shares each. The participants have voluntarily purchased phantom shares for a price of PLN 0.50 per share. A necessary pre-condition for buy-out by Orange Polska S.A. of the phantom shares allocated to various success indicators – EBITDAaL, Organic Cash Flow, reduction of CO₂ emissions and achieving at least one of two targets: (i) average share price in 1Q 2024 for the 2021–2023 series or in Q1 2025 for the 2022–2024 series, or (ii) Orange Polska S.A. shares outperforming the WIG20 Index – is achieving the business objectives defined for the particular success indicator. An additional pre-condition for buy-out of the phantom shares, in the number reflecting the results in KPIs, from the Programme participants by the Company is that the average Orange Polska S.A. share price in the first quarter after the end of the Programme series is not lower than the average price in the first six months of the Programme series. Otherwise, the phantom shares will not be bought back and the participants will lose the invested funds.

Table 3. The value of phantom share-based payments in the Long Term Incentive Programme recognised by Orange Polska S.A. with respect to Members of the Management Board – LTI 2021–2023 series

Full name	LTI 2021–2023	
	Number of purchased phantom shares	Value of share-based payments recognised as the Company's costs for 12 months ended on 31 December 2022 (PLN '000)*
1	2	3
Julien Ducarroz	43,200	73
Jolanta Dudek	43,200	73
Bożena Leśniewska	43,200	73
Witold Drożdż	43,200	73
Piotr Jaworski	43,200	73
Jacek Kowalski	43,200	73
Jacek Kunicki	43,200	73
Maciej Nowohoński	43,200	73

* Number of shares × valuation of share options as of 31 December 2022

Table 3a. The value of phantom share-based payments in the Long Term Incentive Programme recognised by Orange Polska S.A. with respect to Members of the Management Board – LTI 2022–2024 series

Full name	LTI 2022–2024	
	Number of purchased phantom shares	Value of share-based payments recognised as the Company's costs for 12 months ended on 31 December 2022 (PLN '000)*
1	2	3
Julien Ducarroz	43,200	69
Jolanta Dudek	43,200	69
Bożena Leśniewska	43,200	69
Witold Drożdż	43,200	69
Piotr Jaworski	43,200	69
Jacek Kowalski	43,200	69
Jacek Kunicki	43,200	69
Maciej Nowohoński	43,200	69

* Number of shares × valuation of share option as of 31 December 2022

h. Long Term Incentive Plan of the Orange Group

The Long Term Incentive Plan of the Orange Group is effected in three-year editions. It includes key managers in the Orange Group and is integrated with the Orange Group's strategic plan.

Members of the Management Board are awarded a predefined number of free shares of Orange SA under the following conditions: continuous service in the Orange Group throughout the Plan and some performance-based criteria.

The Plan aims to recognise the engagement of the Group's key managers, to share the value created by the Orange Group's strategic plan, to achieve a balance between short-term and long-term remuneration, and to rely on well-known, monitored performance indicators.

The first edition of the Plan functioned between 2017 and 2019.

In July 2018, the second edition of the Long Term Incentive Plan of the Orange Group for 2018–2020 was made available. It ended with granting disposable Orange SA shares in April 2021.

In July 2019, the third edition of the Long-term Incentive Plan of the Orange Group for 2019–2021 was made available.

In April 2022, the third edition of the three-year Long Term Incentive Plan (LTIP) made available for 2019–2021 was settled, and Orange S.A. granted disposable shares to the participants (see Table 4a below).

In July 2020, the fourth edition of the Long Term Incentive Plan of the Orange Group for 2020–2022 was made available.

In July 2021, the fifth edition of the Long Term Incentive Plan of the Orange Group for 2021–2023 was made available.

In July 2022, the sixth edition of the Long Term Incentive Plan of the Orange Group for 2022–2024 was made available.

The conditions for receiving a specified number of free shares of Orange S.A. are indicated in the Table 4 below.

In the Long Term Incentive Plan of the Orange Group for 2020–2022 and 2021–2023, shares based on the achievement of the Organic Cash Flow objective can be awarded upon achieving it at the level equal to or greater than 95% of the target. With respect to other objectives, shares are awarded upon achieving them in 100%.

Table 4. Detailed parameters of the Long Term Incentive Plan

Name of the Plan	LTIP 2020–2022	LTIP 2021–2023	LTIP 2022–2024
1	2	3	4
Performance assessment period	Years 2020–2022	Years 2021–2023	Years 2022–2024
Award date	21 July 2020	28 July 2021	27 July 2022
Ending date of the edition	31 December 2022	31 December 2023	31 December 2024
Award condition	Continuous service in 2020–2022	Continuous service in 2021–2023	Continuous service in 2022–2024
a) Financial indicator b) Indicator weight	a) Organic Cash-Flow ¹ b) 40%	a) Organic Cash-Flow ¹ b) 50%	a) Organic Cash-Flow ¹ b) 50%
a) Financial indicator b) Indicator weight	a) Total Shareholder Return ² b) 40%	a) Total Shareholder Return ² b) 30%	a) Total Shareholder Return ² b) 30%
a) Financial indicator b) Indicator weight	a) CSR ³ b) 20%	a) CSR ⁴ b) 20%	a) CSR ⁴ b) 20%

- ¹ The Orange Group's Organic Cash Flow will be assessed for the whole term of the relevant LTIP series with reference to the strategic plan objectives.
- ² The increase in Total Shareholder Return should be higher than in TSR for the Stoxx Europe 600 Telecoms index between the first four months of the year preceding the first year of performance assessment and the last four months of the last year of performance assessment.
- ³ 10% of the CSR objective corresponds to the achievement of the goal related to using energy from renewable sources at the end of the assessment period and the remaining 10% of the CSR objective corresponds to the intensity of CO₂ emissions with respect to customer service at the end of the assessment period.
- ⁴ 10% of the CSR objective corresponds to the achievement of the goal related to a reduction of CO₂ emissions at the end of the assessment period and the remaining 10% of the CSR objective corresponds to the achievement of the goal related to the share of women in management positions at the end of the assessment period.

Table 4a. Number of shares held by Members of the Management Board in the Long Term Incentive Plan of the Orange SA Group

Full name	Shares to be awarded (number)				Disposable shares awarded in LTIP 2019–2021 and settled in 2022 (number)
	LTIP 2019–2021	LTIP 2020–2022	LTIP 2021–2023	LTIP 2022–2024	
1	2	3	4	5	6
Julien Ducarroz	2,000	2,000	2,000	2,000	970
Jolanta Dudek	2,000	2,000	2,000	2,000	970
Bożena Leśniewska	2,000	2,000	2,000	2,000	970
Witold Drożdż	2,000	2,000	2,000	2,000	970
Piotr Jaworski	2,000	2,000	2,000	2,000	970
Jacek Kowalski	2,000	2,000	2,000	2,000	970
Jacek Kunicki	1,000	1,000	1,000	2,000	485
Maciej Nowochoński	2,000	2,000	2,000	2,000	970

Table 4b. Value of share-based payments in the Long Term Incentive Plan recognised as costs by Orange Polska S.A.

Full name	LTIP 2020–2022	LTIP 2021–2023	LTIP 2022–2024
	For 12 months to 31 December 2022	For 12 months to 31 December 2021	For 12 months to 31 December 2022
1	2	3	4
Julien Ducarroz	22	24	13
Jolanta Dudek	22	24	13
Bożena Leśniewska	22	24	13
Witold Drożdż	22	24	13
Piotr Jaworski	22	24	13
Jacek Kowalski	22	24	13
Jacek Kunicki	11	24	13
Maciej Nowochoński	22	24	13

i. Remuneration of the Members of the Supervisory Board

The remuneration of the Members of the Supervisory Board is determined by the General Meeting of Shareholders of Orange Polska S.A.

Members of the Supervisory Board are entitled to fixed monthly remuneration regardless of the number of meetings held in a given month. Members of the Supervisory Board are also entitled to additional remuneration depending on their functions performed in the Supervisory Board, especially participating and performing functions in any of the standing Committees of the Supervisory Board.

Within the Supervisory Board, there are three standing committees: Audit Committee, Remuneration Committee and Strategy Committee. Members of these Committees are entitled to remuneration set out in the Resolution 33 of the Annual General Meeting of 2015. Furthermore, the Supervisory Board may establish other Committees and define their tasks at its own discretion. However, members of such other Committees are not entitled to additional remuneration. In 2022, the Supervisory Board did not establish

any further Committees. If a person is a Member or the Chairman of several Committees of the Supervisory Board in the given period, they do not receive the sum of additional remuneration but the highest remuneration to which they are entitled.

Members of the Supervisory Board employed by Orange SA or its subsidiaries do not receive remuneration for performing the function of a Member of the Supervisory Board of Orange Polska S.A. or its Committees.

All Members of the Supervisory Board are entitled to reimbursement of costs related to their participation in the Board's work. Members of the Supervisory Board can be covered by protection against liability arising from the performance of the Supervisory Board Member's duties, particularly in the form of insurance.

In 2022, Members of the Supervisory Board were granted additional benefits in the form of invitations to cultural events.

Table 5. Remuneration of the Members of the Supervisory Board for 2022

Full name	Remuneration for performing the function (PLN '000)	Of which: Remuneration for sitting on a Committee (PLN '000)	Notes
1	2	3	4
Maciej Witucki	430	–	4)
Ramon Fernandez	–	–	1)
Marc Ricau	–	–	1)
Philippe Béguin	–	–	1)
Bénédicte David	–	–	1)
Bartosz Dobrzyński	158	55	5)
John Russell Houlden	394	263	
Marie-Noëlle Jégo-Laveissière	–	–	1)
Prof. Michał Kleiber	66	24	2) 4)
Patrice Lambert-de Diesbach	–	–	1)
Monika Nachyła	217	79	5)
Maria Pasło-Wisniewska PhD	321	184	4) 5)
Wioletta Rosołowska	210	79	
Jean-Michel Thibaud	–	–	1)
Jean-Marc Vignolles	–	–	3)
Total	1 796	684	

¹⁾ A person employed by Orange SA, who did not receive remuneration for the function performed.

²⁾ A person who was not a Member of the Supervisory Board of the Company as at 31 December 2022.

³⁾ A person employed by Orange SA to 30 June 2021, who did not receive remuneration for the function performed.

⁴⁾ Remuneration includes reimbursement of some social insurance contributions as pursuant to the decision of the Social Insurance Institution (ZUS) the limitation of the annual basis for calculating contributions was exceeded.

⁵⁾ Remuneration includes additional benefits in the form of passes for Orange Warsaw Festival (OWF) and Open'er Festival (Bartosz Dobrzyński and Monika Nachyła for both OWF and Open'er; Maria Pasło-Wisniewska for Open'er).

j. Derogations from the Remuneration Policies and from the process of their implementation

In 2022, Orange Polska S.A. effected remuneration payments in line with the adopted Remuneration Policies, and there were no derogations from the rules specified therein.

k. Information on changes in remuneration terms and the Company's performance

The Table 6 indicates percentage changes in key indicators versus their value in the preceding year.

Table 6. Evolution of Orange Polska's consolidated results over the last five years

Evolution of Orange Polska's consolidated results (%/PLN million)					
Orange Polska Group reports a single operating segment in its IFRS financial statements, as decisions about resources to be allocated and assessment of performance are made on a consolidated basis.					
	2018	2019	2020	2021	2022
EBITDA/EBITDAaL ¹	2,881	3,006	2,797	2,963	3,078
EBITDA/EBITDAaL evolution ²	3.1% ³	7% ¹	2.9% ⁴	5.9% ⁴	3.9% ⁴
Revenue	11,101	11,406	11,508	11,928	12,488
Revenue evolution ²	-0.7% ³	2.9%	0.9%	3.6%	4.7%
NPS (Net promoter score – position on the Polish market of telecommunications operators)	3	2	1	2	2

¹ Starting from 2019, following the adoption of IFRS 16 “Leases”, the Orange Polska Group redefined the performance measures used, and EBITDA was replaced by EBITDAaL (EBITDA after Leases).

² Evolution of performance measures was calculated on a comparable basis. Where applicable, previous year's results were restated to reflect changes in accounting policies and deconsolidation of subsidiaries, and to conform to new definitions of performance measures.

³ In 2018, Orange Polska adopted IFRS 15 “Revenue from Contracts with Customers”. Evolution of Orange Polska's results in 2018 was calculated on a comparable basis, i.e. based on IAS 18 “Revenue” and other standards and interpretations concerning revenue recognition applicable in 2017.

⁴ Starting from 2020, gains on disposal of assets are excluded from EBITDAaL. Evolution of EBITDAaL in 2020 was calculated on a comparable basis to conform to the new definition.

Total remuneration of Members of the Management Board, selected financial metrics of Orange Polska S.A. and remuneration of employees other than Members of the Management Board and Supervisory Board, for 2022 are shown in the Table 7 below. Remuneration of all persons performing the function of the Management Board Members in 2022 have been accounted for.

Table 7. Evolution of remuneration in Orange Polska S.A. over the last five years

Management Board remuneration in PLN '000 (gross) ^{1,3}					
Full name	2018	2019	2020	2021	2022
Julien Ducarroz ²	n/a	n/a	1,339	5,382	5,670
Jolanta Dudek	1,377	1,528	1,624	1,903	2,220
Bożena Leśniewska	1,960	2,233	2,248	2,568	2,697
Witold Drożdż ³	242	1,453	1,487	1,700	1,797
Piotr Jaworski ³	244	1,498	1,504	1,757	1,905
Jacek Kowalski	1,712	1,767	1,935	2,166	2,113
Jacek Kunicki ³	n/a	n/a	614	1,813	2,018
Maciej Nowohoński	1,771	1,821	1,972	2,203	2,188
Jean-François Fallacher ^{1,3}	3,772	4,382	3,359	n/a	n/a
Mariusz Gaca ^{1,3}	2,422	2,529	2,369	n/a	n/a
TOTAL	13,500	17,211	18,451	19,492	20,608
Employee remuneration (excluding the Management Board and Supervisory Board) ^{1,4}					
	2018	2019	2020	2021	2022
Average total gross salary in PLN '000	110	115	122	129	134
Total employee remuneration in PLN '000 (gross) in subsequent years	1,410,988	1,338,585	1,275,836	1,236,923	1,187,072
Management Board remuneration to employee remuneration ratio (%)	0.96%	1.29%	1.45%	1.74% ⁵	1.74%
Number of employees ⁶	12,873	11,687	10,489	9,622	8,863

n/a – not applicable

Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022

- ¹ Remuneration excluding compensation and severance pay paid in connection with termination of employment (including compensation for non-competition after termination of employment).
- ² The amount paid by Orange Polska S.A. as the reimbursement of the costs related to posting of the President of the Management Board.
- ³ Total remuneration and benefits of Members of the Management Board (including the Employee Pension Scheme), excluding benefits from the Social Fund, from the date of appointment as a Member of the Management Board to the end of tenure as a Member of the Management Board.
- ⁴ Total salaries and benefits of employees (including the Employee Pension Scheme), excluding benefits from the Social Fund.
- ⁵ In 2021, the remuneration of Members of the Management Board increased by payments pursuant to the completion of the Incentive Programme in the form of phantom shares was assumed to determine the ratio.
- ⁶ Average annual employment according to Statistics Poland's in full-time equivalents (excluding the Management Board).

This Report presents developments related to the remuneration of Members of the Management Board and Supervisory Board, while omits developments related to changes in the terms of remuneration of the employees of Orange Polska other than Members of the Management Board or the Supervisory Board, which occurred in 2022 (except for the data presented in Table 7 above).

The detailed regulations concerning remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. are set out in the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., which was adopted at the General Meeting of Shareholders on 27 August 2020 (Attachment to the Resolution no. 2 of the Extraordinary General Meeting of Orange Polska S.A. dated 27 August 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.).

The Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021 was drawn up and adopted by the Supervisory Board of Orange Polska S.A. on 25 March 2022 in line with the requirements set forth in the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies. The Annual General Meeting of Orange Polska S.A. expressed a positive opinion on the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021 (Resolution no. 32 of the Annual General Meeting of Orange Polska S.A. dated 22 April 2022).

This document is a free translation of the Polish original. Terminology current in Anglo-Saxon countries has been used where practicable for the purposes of this translation in order to aid understanding. The binding Polish original should be referred to in matters of interpretation.

Independent Reasonable Assurance Report

To the General Shareholders' Meeting and Supervisory Board of Orange Polska S.A.

Scope of Service

At the request of Orange Polska S.A. (the "Entity") we performed an independent reasonable assurance engagement relating to evaluation of the remuneration report of the Management Board and the Supervisory Board for year 2022 (the "Remuneration report") in terms of the inclusion of the information required under Article 90g paragraphs 1-5 and paragraph 8 of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies dated 29 July 2005 (the "Act").

Responsibilities of the Supervisory Board of the Entity

Members of the Entity's Supervisory Board are responsible for the preparation of the Remuneration report in accordance with Article 90g of the Act. This responsibility also includes designing, implementing and maintaining internal control relevant to the preparation of the Remuneration report that is free from material misstatement whether due to fraud or error.

Auditor's Responsibilities

Our objective was to evaluate the completeness of the information included in the Remuneration report against the criteria set out in the section "Identification of the Criteria" and to issue an independent reasonable assurance conclusion based on the evidence obtained.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" as adopted by the National Council of Statutory Auditors ("NCSA") as National Standard on Assurance Engagements 3000 (R). That standard requires that the auditor plans and performs procedures to obtain reasonable assurance about whether the Remuneration report has been prepared completely and that the information has been disclosed with the level of detail required by Article 90g paragraphs 1-5 and paragraph 8 of the Act.

The firm applies International Standard on Quality Management (PL) 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagement" as adopted by the Council of Polish Agency for Audit Oversight as National Standard on Quality Control 1, which requires us to design, implement and operate a system of quality

management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and ethics requirements of the *International Code of Ethics for Professional Accountants (including International Independence Standards)* of the International Ethics Standards Board For Accountants (IESBA Code) as adopted by the resolution of the NCSA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior as well as other independence and ethical requirements, applicable to this assurance engagement in Poland.

The procedures selected depend on our judgment, including the assessment of the risks of material misstatement in the Remuneration report, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to the preparation of the Remuneration report in accordance with Article 90g paragraphs 1-5 and paragraph 8 of the Act in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of internal control.

Our procedures included, in particular:

- reading the content of the Remuneration report and assessing whether it contains quantitative and qualitative (descriptive) disclosures to the extent required by the Act;
- determining, by comparing to corporate documents, a list of persons for whom there is a requirement to include information in the Remuneration report and determining, by inquiring of persons responsible for preparing the Remuneration report, whether all information provided for in the criteria for preparation of the Remuneration report has been disclosed;
- reading the resolutions of the General Shareholders Meeting of the Entity regarding the remuneration policy for Members of the Management Board and Supervisory Board and related detailed resolutions of the Supervisory Board and assessing whether the information presented in the Remuneration report is consistent with the remuneration policy adopted by the Entity and effective during the period covered by the report;
- determining, by performing inquiries and verifying the employment contracts, whether the remuneration of the Members of the Management Board and Supervisory Board includes cash or non-cash benefits granted to their closest family members in accordance with the requirements of the Act;
- determining whether the information concerning granted or offered financial instruments, including the general terms - complies with the adopted and approved variable remuneration component program adopted by the Entity.

The Remuneration report was not subject of audit within the meaning of National Standards on Auditing. The procedures performed by us do not constitute either an audit or review of this financial information, therefore we are not responsible for issuing or updating any reports or opinions on the Entity's historical financial information.

Our procedures were solely aimed at obtaining evidence that the information included by the Supervisory Board in the Remuneration report, in terms of its completeness complies with the applicable requirements. The purpose of our work was not to assess the sufficiency of the information included in the Remuneration report in terms of the purpose of preparing the Remuneration report, or to assess the correctness and integrity of the information contained therein, in particular as to the amounts disclosed, including estimates made for prior years, figures, dates, analysis, allocation methods and compliance with the adopted remuneration policy.

Our procedures also included an assessment of whether the subject matter of the engagement is appropriate and the criteria adopted for preparation of the Remuneration report are appropriate to the given circumstances.

Identification of the Criteria

The evaluation criteria of the Remuneration report are set out in Article 90g paragraphs 1-5 and paragraph 8 of the Act.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined above.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

In our opinion, the Remuneration report, in all material respects, contains all the elements listed in Article 90g paragraphs 1-5 and paragraph 8 of the Act.

Restriction of Use of Our Report

Our report has been prepared for the General Shareholders' Meeting and Supervisory Board in order to meet the requirements of the Article 90g paragraph 10 of the Act and shall not be used for any other purpose. KPMG accepts no liability in relation to this report, arising from contractual or non-contractual relationships (including negligence) in relation to third parties. The above does not exclude our liability where such exclusion is disallowed by law.

On behalf of audit firm

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

Registration No.: 3546

Signed on the Polish original

Anna Burian-Szywacz
Key Certified Auditor
Registration No. 12579

Proxy

Warsaw, 26 April 2023

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 29 June 2023

on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board

§ 1

A positive opinion on the annual report on remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022 prepared by the Supervisory Board is expressed.

§ 2

The resolution enters into force upon adoption.

point 7.

of the meeting agenda

Adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

Uchwała nr 28/23

(Resolution no.)

Rady Nadzorczej
(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) **23.05.2023 r.**

w sprawie zmiany Polityki wynagradzania Członków Zarządu oraz Rady Nadzorczej

Na podstawie § 23 ust. 2 pkt 7 Statutu Spółki, uchwała się, co następuje:

§ 1

Rada Nadzorcza postanawia wystąpić do Walnego Zgromadzenia z wnioskiem o przyjęcie zmienionej Polityki wynagrodzeń członków Zarządu i Rady Nadzorczej Orange Polska S.A., stanowiącej załącznik nr 1 do niniejszej uchwały.

§ 2

Projekt stosownej uchwały Walnego Zgromadzenia, stanowi załącznik nr 2 do niniejszej uchwały.

on amending of the Remuneration Policy for Members of the Management Board and Supervisory Board

Pursuant to § 23 clause 2 item 7 of the Company's Articles of Association, the following is resolved:

§ 1

The Supervisory Board decides to apply to the General Meeting for adoption of the amended Remuneration Policy of the Orange Polska S.A Management and the Supervisory Board members, which constitutes the appendix no. 1 to this resolution.

§ 2

Draft of the relevant resolution of the General Meeting constitute attachment no. 2 to this resolution.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. John Russell Houlden

8. Patrice Lambert de Diesbach

9. Monika Nachyła

10. Maria Pasło-Wiśniewska

11. Wioletta Rosołowska

12. Jean-Michel Thibaud

13. Jean-Marc Vignolles

JUSTIFICATION

**to the draft resolution of the Annual General Meeting of Orange Polska S.A.
on the adoption of the amended Remuneration Policy for Members of the Management
Board and Supervisory Board of Orange Polska S.A.**

The amendment to the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. concerns the introduction of the possibility for the Company to request a refund of the variable part of the remuneration paid in certain situations ("clawback provision") to be specified in employment contracts or other relevant documents.

Current text:

After the payment to a given Member of the Management Board of the variable remuneration component in the amount corresponding to the degree of the implementation by this Member of the objectives, the Company's internal regulations do not provide for any case in which the remuneration paid should be reimbursed. In particular, the Member of the Management Board is not obliged to reimburse this component in the case of:

- a) the calculation of the variable remuneration component on the basis of incorrect data obtained from the market or another source, irrespective of the cause of the error,*
- b) payments on account of annual objectives after the expiry of the first half of the year if objectives for the entire year are not fulfilled to a degree sufficient to obtain the variable remuneration component paid after the expiry of the first half of the year.*

Proposed text:

After the payment to a given Member of the Management Board of the variable remuneration component in the amount corresponding to the degree of the implementation by this Member of the objectives, in certain situations and within times defined in employment contracts and in relation to delegated Members in other appropriate documents, variable remuneration paid should be reimbursed in whole or in part. In particular, a Member of the Management Board is obliged to reimburse that component in the case of payments on account of annual objectives after the expiry of the first half of the year if objectives for the entire year are not fulfilled to a degree sufficient to obtain the variable remuneration component paid after the expiry of the first half of the year and also in some cases of material errors in the calculation of the variable remuneration components including those resulting from incorrect source data.

Attachment no. 2 to the resolution no. 28/23
of Orange Polska S.A. Supervisory Board
dated 23.05.2023

Resolution No.
of the Annual General Meeting
of Orange Polska S.A. with its registered office in Warsaw
on the adoption of the amended Remuneration Policy
for Members of the Management Board and Supervisory
Board of Orange Polska S.A.

§ 1

The Annual General Meeting of Orange Polska S.A. adopts the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., which constitutes attachment to this resolution.

§ 2

Resolution no. 2 of the Extraordinary General Meeting of Orange Polska S.A. dated 27 August 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. is hereby repealed.

Remuneration Policy

for Members of the Management Board and Supervisory Board of Orange Polska S.A.

This remuneration policy for Members of the Management Board and the Supervisory Board of Orange Polska S.A. (the “Remuneration Policy”) supports the implementation of the Company’s strategy and the protection of its long-term interests by shaping market-competitive salaries conducive to employment stability in key positions.

In this Remuneration Policy, the notion of Members of the Management Board means both the President of the Management Board and other members of the Management Board, and the notion of Members of the Supervisory Board means both the Chairman of the Supervisory Board and other members of the Supervisory Board, in both cases regardless of functions performed thereby.

In the case of Members of the Management Board, significant components of remuneration depend on the achievement of both short-term and long-term objectives of the Company. The adopted model focuses on and strengthens the involvement of Members of the Management Board in the implementation of the Company’s strategy.

The market competitiveness of remuneration for Members of the Management Board and other employees is monitored using the uniform method and data set, ensuring consistency in the planning of remuneration throughout the Company.

The working conditions and salary of the Company’s employees reporting to a given Member of the Management Board and the scope of tasks performed by these employees are taken into account when determining the remuneration of Members of the Management Board, as well as they are taken into account in determining the targets which the variable remuneration component depends on. Some of objectives on whose implementation the payment of the variable remuneration component depends may be identical or similar for Members of the Management Board and for employees holding key positions in the Company.

Some of the remuneration elements to which Members of the Supervisory Board employed directly by the Company (e.g. contribution in the employee pension scheme, some nonmonetary benefits) are entitled are granted on the basis of internal regulations applicable also to the Company’s employees other than Members of the Management Board and the Supervisory Board. As a result, the employees’ salary and working conditions have been taken into account in the determination of the remuneration principles specified in this Remuneration Policy.

Members of the Management Board are appointed by the Supervisory Board and the term of office of each Member of the Management Board lasts three years. For the duration of their term of office, contracts of employment are concluded with Members of the Management Board employed directly by the Company. Some Members of the Management Board may be employed in another company of the Orange SA group (a parent company of Orange Polska S.A.) and posted to Orange Polska S.A. in order to perform the function of a Member of the Management Board.

Members of the Supervisory Board are appointed and dismissed by the General Meeting, and the term of Members of the Supervisory Board lasts three years, with the restriction that if the mandate of a Member of the Supervisory Board expires for reasons other than expiry of their term of office or dismissal from the position of a Member of the Supervisory Board, the remaining Members of the Supervisory Board may appoint a new member of the Supervisory Board by a two-thirds majority of votes cast. The mandate of the appointed Member of the Supervisory Board expires on the date of the next General Meeting, held no earlier than 5 weeks after the appointment. The number of Members of the Supervisory Board so appointed may not exceed 3 persons.

No contracts related to their functions in the Supervisory Board are concluded with Members of the Supervisory Board.

Remuneration and other cash and non-cash benefits that may be granted to Members of the Management Board and the Supervisory Board consist of:

A. For Members of the Management Board

1. base salary,
2. performance-based bonus (variable component of remuneration),
3. benefits and allocation benefits,
4. long-term capital remunerations (above one year),
5. base premium for participation in the employee pension scheme,
6. jubilee awards (as long as internal regulations foresee such awards),
7. employment termination benefits,
8. other benefits arising out of the provisions of labour law.

The Remuneration Policy prohibits discrimination of Members of the Management Board due to: sex, age, disability, race, religion, nationality, political beliefs, trade union membership, ethnic origin and sexual orientation.

I. Base salary

1. The individual base remuneration of a Member of the Management Board takes into account:
 - a) recruitment negotiations with candidates applying for appointment to the Management Board,
 - b) offers to change the remuneration for a Member of the Management Board whose term of office is in progress.
2. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the amount of remuneration for each Member of the Management Board based on the following premises:
 - a) scope of responsibilities and complexity specific to the position,
 - b) market competitiveness of the remuneration,
 - c) recommendations of the President of the Management Board (does not apply to the remuneration of the President of the Management Board),
 - d) recommendations of the Member of the Management Board responsible for managing human resources in the Company (does not apply to the remuneration of the Member of the Management Board responsible for managing human resources in the Company),

- e) individual contributions of Members of the Management Board to the implementation of the Company's strategy.
- 3. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the base remuneration for each Member of the Management Board.

II. Performance-based Bonus – Variable Remuneration Component

- 1. Each of the Members of the Management Board is entitled to a variable remuneration (bonus) dependent on their performance (achievement of objectives).
- 2. The variable part of remuneration is determined in semi-annual settlement periods, and the basis for its calculation is an evaluation of the achievement of objectives defined for each Member of the Management Board, in an individual task sheet.
- 3. The objectives, the achievement of which determines the variable component of remuneration, include:
 - a) solidarity objectives – common to all Members of the Management Board,
 - b) individual objectives related to the specific nature of the function performed in the Management Board by a Member of the Management Board.
- 4. These objectives may be qualitative or quantitative. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the half-yearly objectives for each Member of the Management Board based on:
 - a) the Company's business plans for a given period,
 - b) scope of responsibility of a given Member of the Management Board,
 - c) recommendations of the President of the Management Board,
 - d) recommendations of the Member of the Management Board responsible for managing human resources in the Company.
- 5. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the semi-annual objectives for each Member of the Management Board.
- 6. The objectives of the Members of the Management Board for a given settlement period are communicated to each Member of the Management Board before the end of the 8th week of the relevant half-year at the latest.
- 7. Together with the objectives, the members of the Management Board are provided with an algorithm allowing them to calculate the value of the variable remuneration component if appropriate values for semi-annual objectives are assumed.
- 8. The evaluation of the achievement of objectives after the end of the half-year is carried out by the Supervisory Board based on:
 - a) data on the Company's business performance (the measure of achieving solidarity and individual quantitative objectives is objectively measurable data);

- b) assessments made by the President of the Management Board with regard to the qualitative objectives of other Members of the Management Board;
 - c) opinions of the Remuneration Committee of the Supervisory Board.
9. If objectives are assessed to have been achieved in 100%, the amount of the variable component of the remuneration is 50% of the base remuneration due for a given period under an employment contract. The achievement of the set objectives below or above 100% entails a lower or higher amount of the variable remuneration.
10. The process of evaluating the objectives and paying the variable remuneration component to Members of the Management Board is conducted at the end of the second month following the half-year which the assessment concerns, unless some data necessary for the evaluation of the objective implementation are available later. [After the payment to a given Member of the Management Board of the variable remuneration component in the amount corresponding to the degree of the implementation by this Member of the objectives, in certain situations and within times defined in employment contracts and in relation to delegated Members in other appropriate documents, variable remuneration paid should be reimbursed in whole or in part. In particular, a Member of the Management Board is obliged to reimburse that component in the case of payments on account of annual objectives after the expiry of the first half of the year if objectives for the entire year are not fulfilled to a degree sufficient to obtain the variable remuneration component paid after the expiry of the first half of the year and also in some cases of material errors in the calculation of the variable remuneration components including those resulting from incorrect source data.](#)
11. In addition, the President of the Management Board, apart from the variable remuneration component, may be granted the right to additional bonuses if the Company achieves a specific financial or non-financial objective. The decision to establish an additional bonus, its amount (maximum 40% of the annual basic remuneration) and the conditions for obtaining it is made by the Supervisory Board at the request of the Remuneration Committee of the Supervisory Board. The Supervisory Board at the request of the Remuneration Committee of the Supervisory Board may grant the right to the additional bonus to one or more Members of the Management Board, specifying detailed rules in a resolution (maximum 35% of the annual basic remuneration).

III. Benefits

1. In connection with performing functions in the Management Board, Members of the Management Board employed by the Company are entitled to the following benefits:
- a) training and studies aimed at improving professional qualifications;
 - b) medical care package for Members of the Management Board and their family members (children, partners/spouses);
 - c) life insurance;
 - d) landline Internet at the place of residence, provided that Orange Polska S.A. telecommunications infrastructure permits it;
 - e) protection in the case of civil liability arising from the performance of the Member of the Management Board duties, including in the form of insurance protection;

- f) other non-pecuniary benefits the Company's employees are entitled to in accordance with the internal regulations of Orange Polska S.A.

Members of the Management Board posted to Poland are entitled to all or some of the benefits listed above or benefits available according to regulations of the posting company provided that they are approved by the Supervisory Board.

- 2. Members of the Management Board who, at the time of their appointment to the Management Board of Orange Polska S.A., were employed in one of the foreign companies of the Orange SA group or remain employed by such a company and posted to Poland are entitled to benefits resulting from the Mobility Policy of the International Orange Group.
- 3. The scope and value of benefits resulting from the Mobility Policy of the International Orange Group are agreed on individually with each Member of the Management Board and may include, among others, housing allowance, costs related to relocation and costs related to the stay of a Member of the Management Board as a foreigner in Poland, airline tickets for a Member of the Management Board and their immediate family members, a fixed annual allowance, the payment of social insurance and contribution to a complementary pension scheme in a country other than Poland, tax consultancy costs, school education costs for children of a Member of the Management Board, a one-off allowance for a Member of the Management Board to settle in Poland, any costs of hotel and travel of a Member of the Management Board before the date of employment in the Company, as well as other benefits resulting from the Mobility Policy of the International Orange Group.
- 4. The scope and detailed rules of access to benefits referred to above are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee of the Supervisory Board within the determination of templates of agreements for Members of the Management Board employed by the Company or individually by a resolution of the Supervisory Board in relation to benefits offered to a given Member of the Management Board.

IV. Long-term capital remuneration (above one year)

- 1. The achievement of long-term (above one year) objectives of the Company or Orange SA objectives may be linked to additional bonus programmes for Members of the Management Board.
- 2. The bonuses in the programmes referred to in section 1 take the form of shares, phantom shares or other instruments and includes the settlement of business performance for periods of more than one year, or performance for shorter periods taking place later than one year from the implementation date of the programme.
- 3. Participation in the programmes referred to in section 1 is voluntary and may require Members of the Management Board taking part in the programme to provide a contribution.
- 4. The terms of the programmes referred to in section 1 are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.

V. Employee Pension Scheme

1. Members of the Management Board employed by the Company have the right to participate in the Employee Pension Scheme of Orange Polska S.A. ("EPS").
2. Participation in the EPS is voluntary and applies to Members of the Management Board after they have worked for at least 6 months in the Company under an employment contract.
3. For Members of the Management Board who joined the EPS, Orange Polska S.A. finances a monthly base premium in the amount of 7% of the gross remuneration amount, which constitutes the base for calculation of premium for pension and disability insurances.

VI. Employment Termination Benefits

1. All Members of the Management Board are obliged to refrain from engaging in competitive activities for 12 months after the termination of employment, and in return for refraining from competitive activities they are entitled to receive compensation in the amount of 6-month base remuneration.
2. Employment contracts with Members of the Management Board employed by the Company are terminated with a 6-month notice.
3. If the Company terminates an employment contract with a Member of the Management Board with notice, without notice under Article 53 of the Labour Code or by mutual agreement of the parties, as well as due to expiry of the term of the Contract, the Member of the Management Board shall have the right to severance pay in the amount of 6 times the monthly base remuneration.
4. A notice period of employment contract of a Member of the Management Board posted to Poland and an amount of severance pay are individually determined taking into account the labour law in the posting country but in each case they are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.

VII. Jubilee Awards

Members of the Management Board employed by the Company have the right to the jubilee award long-term work as long as other employees of the Company are eligible to such awards in accordance with the provisions of the Collective Labour Agreement for Employees of Orange Polska S.A.

B. For Members of the Supervisory Board

The remuneration of the Members of the Supervisory Board is determined by the General Meeting of Orange Polska S.A.

Members of the Supervisory Board are entitled to a fixed monthly remuneration regardless of the number of meetings held in a given month.

The General Meeting's resolution may make the amount of the remuneration of Members of the Supervisory Board subject to the level of remuneration in the national economy or in an appropriate

sector, as well as differentiate the amount of the remuneration of Members of the Supervisory Board depending on functions performed by them in the Board.

Within the Supervisory Board, there are two standing committees: Remuneration Committee and Audit Committee, and moreover the Supervisory Board may appoint other Committees and define their tasks at its own discretion. Members of each Committee have knowledge and/or experience relevant to the purpose of the Committee and provide recommendations to the Supervisory Board and the Management Board of the Company. Members of the Supervisory Board are entitled to additional fixed remuneration for participating in the work of the Committees.

Members of the Supervisory Board who are Orange SA employees or of Orange SA subsidiaries do not receive remuneration for performing the function of a Member of the Supervisory Board of Orange Polska S.A. or its Committees.

All Members of the Supervisory Board are entitled to reimbursement of costs related to their participation in the Board's work.

Members of the Supervisory Board may be covered by protection in the case of civil liability arising from the performance of the Member of the Supervisory Board duties, including in the form of insurance protection.

Both Members of the Management Board and of the Supervisory Board may be granted benefits in the form of invitations to sports, cultural, business events, etc.

Description of the Decision-Making Process Conducted to Establish, Implement and Review the Remuneration Policy

The Members of the Management Board of Orange Polska S.A. are responsible for the information included in the Remuneration Policy.

The content of the Remuneration Policy was proposed by the Management Board of Orange Polska S.A. by means of a resolution dated 19 March 2020. Then, following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board adopted a positive opinion on the content of the Remuneration Policy by means of the resolution dated 19 March 2020.

The Annual General Meeting of Orange Polska S.A., by means of resolution no. 30 dated 17 June 2020, adopted the Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A.

The content of the amended Remuneration Policy was proposed by the Management Board of Orange Polska S.A. by means of a resolution dated 20 July 2020. Then, following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board adopted a positive opinion on the content of the Remuneration Policy by means of the resolution dated 21 July 2020.

The Extraordinary General Meeting of Orange Polska S.A., by means of resolution no. 2 dated 27 August 2020, adopted the amended Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A.

The Management Board of Orange Polska S.A. reviews the Remuneration Policy every year, taking into account the conclusions included in the annual report of the Supervisory Board on remuneration, the

opinion of the expert auditor, and the resolution of the General Meeting that approved the remuneration report.

A resolution on the Remuneration Policy is adopted at least once every four years. Any significant change in the remuneration policy requires its adoption, by means of a resolution, by the General Meeting.

Adoption of a new remuneration policy as well as significant changes to the Remuneration Policy require a resolution of the Management Board of Orange Polska S.A., an opinion of the Supervisory Board preceded by a consultation within the Remuneration Committee of the Supervisory Board, and a resolution of the General Meeting of Orange Polska S.A.

Description of Measures Taken to Avoid Conflicts of Interest Related to the Remuneration Policy or to Manage Such Conflicts of Interest

The basic mechanisms aimed at avoiding conflicts of interest arise out of the provisions of the Code of Commercial Companies and the Act on Public Procurement and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies.

Conditions of employment, including the amounts of remuneration of Members of the Management Board, are determined by the Supervisory Board, and the amount of remuneration of the Members of the Supervisory Board is determined by the General Meeting. The Remuneration Policy is adopted by the General Meeting after considering a motion of the Management Board and an opinion of the Supervisory Board.

The above solution significantly limits the possibility of a conflict of interest related to the Remuneration Policy.

Notwithstanding the above, an important advisory role in determining the remuneration policy in Orange Polska is fulfilled by the Remuneration Committee of the Supervisory Board. The Committee's main task is to give recommendations to the Supervisory Board on appointing, achieving the objectives, as well as principles and amounts of remuneration for Members of the Management Board.

The market competitiveness of remuneration of Members of the Management Board is monitored by the Remuneration Committee of the Supervisory Board on the basis of studies of external experts carried out in order to ensure the remuneration objectivity.

point 8.

of the meeting agenda

Change in the rules of remuneration for the members of the Supervisory Board.

JUSTIFICATION

**to the draft resolution of the Annual General Meeting of Orange Polska S.A.
on rules of remuneration for the members of the Supervisory Board**

The remuneration level for members of the Supervisory Board of Orange Polska S.A. and its committees was set in 2015 and has not been changed since then.

The proposed remuneration rates are 9.5% higher than the current ones.

RESOLUTION No.
of Annual General Meeting of Orange Polska S.A
dated 29 June 2023
on rules of remuneration for the members of the Supervisory Board

Pursuant to § 23 clause 7 of the Company's Articles of Association, the following is resolved:

§ 1

The amount of monthly remuneration for members of the Supervisory Board shall be:

- 1) for the Chairman of the Supervisory Board – PLN 38,350.00 (thirty eight thousand three hundred and fifty);
- 2) for the Deputy Chairman and Secretary of the Supervisory Board – PLN 28,765.00 (twenty eight thousand seven hundred and sixty five);
- 3) for the other members of the Supervisory Board – PLN 11,985.00 (eleven thousand nine hundred and eighty five).

§ 2

The persons referred to in § 1 and § 3 shall be entitled to remuneration regardless of the number of meetings held in a given month.

§ 3

1. The persons referred to in § 1 shall be entitled to additional monthly remuneration for participation in the Supervisory Board's Committees as members of PLN 7,190.00 (seven thousand one hundred ninety).
2. Instead of the additional remuneration referred to in § 3.1, Supervisory Board's Committee Chairmen shall be entitled to additional monthly remuneration of PLN 16,780.00 (sixteen thousand seven hundred and eighty).
3. Instead of the additional remuneration referred to in § 3.2, the Chairman of the Supervisory Board's Audit Committee shall be entitled to additional monthly remuneration of PLN 23,970.00 (twenty three thousand nine hundred and seventy).
4. If the same person is a member or Chairman of several Supervisory Board's Committees at the same time, such person shall not be entitled to cumulative additional remuneration but only to the highest of the additional remuneration such person is entitled to.

§ 4

1. In the event that any member of the Supervisory Board was appointed or removed in the course of a calendar month, the remuneration shall be calculated proportionately to the number of days of the performance of his function.
2. In the case of performance of the function of Chairman, Deputy Chairman, Secretary of the Supervisory Board or member of Supervisory Board's Committee for a part of any calendar month, the remuneration for that part of the month shall be calculated in accordance with the relevant rate for the function performed, pursuant to § 1 and § 3.

§ 5

Remuneration shall be paid at the latest on the 10th day of the following month. Remuneration shall be included in the Company's operational costs.

§ 6

Members of the Supervisory Board being at the same time employees of Orange S.A. or any of its controlled affiliates (as defined by International Financial Reporting Standards) shall not have the right to any remuneration whether as members of the Supervisory Board or of any Supervisory Board's Committees. However, they shall be entitled to a reimbursement of expenses referred to in § 7.

§ 7

Supervisory Board members are entitled to reimbursement of expenses related to participation in the work of the Board.

§ 8

The resolution no. 33 of Annual General Assembly dated 9 April 2015 on rules of remuneration for the members of the Supervisory Board shall become invalid.

§ 9

The resolution enters into force upon adoption.

point 9.

of the meeting agenda

Changes in the Supervisory Board's composition

Current report 13/2023
Orange Polska S.A. – Warsaw, Poland
9 June 2023

Pursuant to Article 19(1.4) of the Decree of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state, the Management Board of Orange Polska S.A. ("Orange Polska", "the Company") hereby publishes the draft resolutions submitted by a shareholder.

On 8 June 2023, Orange S.A. (a shareholder holding a 50.67% stake in the share capital of Orange Polska and a 50.67% of the total voting power at the General Meeting of the Company), acting pursuant to Article 401(4) of the Commercial Companies Code, submitted to the Company three draft resolutions on the matters on the agenda of the Annual General Meeting to be held on 29 June 2023.

- Draft -

*Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 29 June 2023
on appointment of a Supervisory Board member*

§ 1

Ms. **Clarisse Heriard Dubreuil** is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- Draft -

*Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 29 June 2023
on appointment of a Supervisory Board member*

§ 1

Mr. **John Russell Houlden** is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- Draft -

*Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 29 June 2023
on appointment of a Supervisory Board member*

§ 1

Mr. **Laurent Martinez** is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

Candidates to the Supervisory Board of Orange Polska S.A. to be discussed during the Annual General Meeting on 29 June 2023

In consideration of the fact that the mandates of two Members of the Supervisory Board of Orange Polska S.A. expire on the date of the Annual General Meeting, which is to be held on 29 June 2023, and in connection with a resignation letter filed by a Supervisory Board Member on 14 February 2023, Orange S.A. proposed the following candidates for Members of the Supervisory Board of Orange Polska S.A., which was published in current report 13/23 dated 9 June 2023:

- Ms. Clarisse Heriard Dubreuil
- Mr. John Russell Houlden - independent candidate
- Mr. Laurent Martinez

Resume of the candidates:

Clarisse Heriard Dubreuil, born in 1973, holds the position of Finance and Strategy Director for Europe Division in Orange Group. She began her career in the financial department of Air France. In 1999, she joined the Orange Group, and since then has held various positions in France and abroad, mainly in Finance and Human Resources. She became deputy financial director of Orange Belgium, a listed company, in 2012, then in 2020 was appointed financial director of the Europe division, following 3 years as HR Director for Finance. Through these recent activities, she has been able to put in place high-stakes transformation plans. She has worked on major acquisition files within the Group.

She is graduate of French Business School in 1996. She obtained the Board Member certificate of IFA-Sciences Po in July 2021. She is a Supervisory Board Member of Orange Belgium, Orange Money Romania, Orange Romania Communications and Supervisory Board member and Chairwoman of the Audit Committee of Orange Spain.

John Russell Houlden, born in 1959, 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 2011 to 2013 he was a member of the UK Government's Ecosystem Markets Task Force and from 2014 to 2020 he was also the Chairman of the Financial Reporting Committee of the '100 Group' (which represents THE collective views of FTSE 100 companies to the IASB, ESMA and other regulatory bodies). From 2020 to 2022 he was the Chairman of the Audit Committee of Babcock International Group (a FTSE 250 company) and from 2022 to date he has been an Operating Partner of Corsair Infrastructure and a Non-executive Director of Yorkshire Water.

John Russell Houlden has 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, a Chartered Global Management Accountant and a Fellow of the Association of Corporate Treasurers. His contributions have been recognised with various awards, including NW Finance Director of the Year in 2013 and 2014, Joint Winner of "Excellence in Reporting" in the Building Public Trust Awards 2015 and Winner of "Communicating Integrated Thinking" in the Finance For The Future Awards 2016.

Member of the Orange Polska Supervisory Board and Chairman of the Audit Committee since 2014.

Laurent Martinez, born in 1968 is becoming CFO of Orange Group as of 1 September 2023. He is currently CFO of Alstom since July 2018. In February 2021, Alstom finalized the acquisition of Bombardier Transportation, leading to the creation of the worldwide leader of Rail transportation.

In 1996, Laurent Martinez joined Astrium (now Airbus Defence and Space), where he held various functions in finance controlling. At the creation of EADS in 2001, he was named Head of Controlling Space & Defence division, based in Munich. In 2004, he became Chief Financial Officer of Astrium Space Transportation. Laurent moved to Airbus in 2009 to become Head of Airbus Group controlling, performance and accounting. From 2015 to 2018, Laurent has been leading Airbus Services Business Unit, as a worldwide organization.

Laurent Martinez is a graduate engineer in Electronic & Telecom from ENSEEIHT engineering school and holds a Master degree in finance and accounting. He is member of Henkel Supervisory Board since 2023.