

REPORT

on the 2023 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. It is tasked with advising the Supervisory Board and Management Board on general remuneration policy and making recommendations on appointments to the Management Board.

Remuneration Committee members

- Maria Paśło-Wiśniewska, PhD (Independent Board Member) – Chairwoman
- Benedicte David
- Bartosz Dobrzyński (Independent Board Member)
- Marc Ricau

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 Shareholders,

Let me begin by stating for the record that in 2023 the Remuneration Committee was composed of four members and that there were no changes in the composition of the Committee from the previous year.

In 2023 Orange Polska continued its .Grow strategic plan, focusing on a convergent strategy targeting households, digital transformation, cybersecurity and cloud solutions, as well as simplification and efficiency. Alongside the development of the main pillars of these activities was a push to simultaneously develop social responsibility. This was expressed, among other things, by successful implementation of the #OrangeGoesGreen strategy, which resulted in a reduction of the Company's CO2 emissions by almost 80% at the end of 2023 as compared to our base year of 2015.

I am pleased to conclude that thanks to the consistent implementation of the .Grow strategy the Company achieved very good commercial results and met all financial targets for 2023.

In 2023 the Remuneration Committee fulfilled its duties and advised the Supervisory Board on the following topics, among others:

- appointment of Liudmila Climoc as new OPL CEO for a three-year term of office;
- payment of bonuses to the Management Board Members;
- modification of a template contract of employment for the Management Board Members and the Executive Directors;
- some modifications to the Remuneration Policy for the Members of the Management Board and Supervisory Board.

In 2023, as in previous years, 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 2022; Remuneration Committee's Annual Report for 2022; and Realisation of Remuneration Policy as part of the OPL Management Board's Report on the Activity 2022.

Finally, let me thank all of the Committee Members for their contribution to the Committee's work, opinions and all professional discussions.

I would also like to thank our colleagues from the OPL Human Capital function for their professional support, and all the employees of Orange Polska for their quality of service and their contribution to the implementation of the Company's strategy.

Please find below details of Remuneration Committee activities in 2023.

Maria Paśo-Wiśniewska

Chairwoman of the Remuneration Committee

Main responsibilities of the Remuneration 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.

In 2023 the Remuneration Committee had six meetings and took several sets of actions as outlined below. All Members of the Remuneration Committee attended all meetings of the Committee.

The Remuneration Committee's recommendations to the Supervisory Board in 2023:

- 1) reappointment of, and employment conditions for, Julien Ducarroz, the CEO, for the next term of office and then the conditions of his resignation from the function of the OPL CEO as of August 30, 2023;

- 2) appointment and employment conditions for Liudmila Climoc, the new OPL CEO, for the term of office starting from September 1, 2023;
- 3) reappointments and employment conditions for the next term of office, starting from June 29, 2023: 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;
- 4) change in remuneration of the Management Board Member in charge of Strategy and Corporate Affairs;
- 5) Stretch Bonus for Julien Ducarroz, the CEO, and for the Management Board Members (MBMs) for 2022;
- 6) conditions of Stretch Bonus for the new CEO and for the MBMs for 2023;
- 7) evaluation of the MBMs' bonuses for H2 2022 and H1 2023;
- 8) targets and bonus conditions for MBMs for 2023;
- 9) Orange Group LTIP 2023-2025;
- 10) Polish LTI Incentive Program in the years 2023-2025 wave three;
- 11) the Remuneration Committee's Annual Report 2022;
- 12) the modified Remuneration Policy with clawback concept, remote work and the new Management by Objectives (MBO) model for Members of the Management Board and Supervisory Board;
- 13) amendments to the template contract of employment for the Management Board Members relating to clawback clause, remote work and new MBO model.

The Remuneration Committee issued opinions on:

- 1) the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022;
- 2) the realisation of the Remuneration Policy – included in the OPL Management Board's Report on the Activity 2022.

The Remuneration Committee positively acknowledged:

- 1) HC Dashboard – a periodic report on matters of Human Capital;
- 2) status of implementation in the OPL Green strategy (reduction of CO2 emissions);
- 3) GREEN KPI - calculation, materiality;
- 4) the modified employment conditions for the Executive Director in charge of IT;
- 5) benefits granted to the Management Board Members due to Orange Polska internal regulations;
- 6) report on realisation of agreement with Orange Global International Mobility SA;
- 7) new project: OPL Group HC synergies and co-operation;
- 8) the results of two employee surveys, OPL: Organisational Health Survey and Your Employee Barometer.

Significant issues considered by the Remuneration Committee in 2023:

- 1) OPL succession plan for the Management Board Members and Executive Directors;
- 2) headcount evolution in OPL Group (Social Agreement 2024-2025, negotiation package).

The Remuneration Committee operated in accordance with its working plan for 2023 approved by all the Remuneration Committee's Members. All recommendations of the Remuneration Committee were accepted by the Supervisory Board.