

Attachment
to the Supervisory Board resolution
no. 45/24 dated 22 October 2024

REGULATIONS
OF THE SUPERVISORY BOARD
OF ORANGE POLSKA S.A.

I. GENERAL PROVISIONS

§ 1

Pursuant to § 22 clause 8 of the Articles of Association of Orange Polska S.A. (hereinafter referred to as the „Company”), the Regulations of the Supervisory Board of Orange Polska S.A. (hereinafter referred to as the „Regulations”) are hereby adopted.

§ 2

The Supervisory Board of Orange Polska S.A. (hereinafter referred to as the „SVB”) is a statutory body supervising the Company activities in all operating areas, acting on the basis of effective provisions of the law, including in particular the Act– Commercial Companies Code and the provisions of the Articles of Association of the Company (hereinafter referred to as the „Articles of Association”), resolutions of the General Meeting and these Regulations.

§ 3

Members of the SVB shall perform their rights and obligations in person.

II. COMPOSITION OF THE SVB

§ 4

The number of the SVB members and the detailed procedure of their election is defined by the Articles of Association.

§ 5

Subject to § 19 clause 8 of the Articles of Association the term of office of the SVB members shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the SVB.

§ 6

1. The SVB shall elect from among its members the Chairman of the SVB (hereinafter referred to as the “Chairman”), one or more Deputy Chairmen and also its Secretary.
2. The SVB may at any time recall the Chairman, a Deputy Chairman or the Secretary of the SVB.
3. The activities of the SVB shall be managed by the Chairman, who shall have the duty to properly organize its work, in particular to convene the SVB meetings. In the absence of the Chairman, his powers are taken over by the most senior deputy, the Secretary or the most senior member of the SVB.

III. RIGHTS AND OBLIGATIONS OF THE SVB

§ 7

Members of the SVB shall:

- 1) take part in meetings of the SVB and its committees,
- 2) carry out actions to which they were delegated by the SVB,
- 3) devote the time necessary to perform their duties,
- 4) follow their independent opinion and judgement, including in decision making, and act in the interest of the Company,
- 5) exercise diligence resulting from the professional nature of his/her activity in the performance of its duties and remain fully loyal to the Company, while discharging his/her duties,
- 6) unless otherwise decided by the SVB, keep confidential the content of meeting,
- 7) not disclose any secrets of the Company, even after the expiry of his/her term of office,
- 8) making the utmost care to protect data, including databases and personal data files against access by unauthorised persons, including in particular through the use of computer systems

security and others used in the Company and to use them only in the scope of their duties and in accordance with the internal acts of the Company and legal regulations.

§ 8

1. The SVB shall exercise permanent supervision of the activities of the Company (including activity led through controlled subsidiaries) in all segments of its enterprise as well as represent the Company in concluding any agreements between the Company and members of the Management Board or in the event of any disputes between the Company and members of the Management Board.
2. The detailed powers and duties of the SVB are defined by the Articles of Association.
3. The SVB shall decide on issuing its consent for the acquisition or the disposal of assets of the Company in excess of the PLN equivalent of 100,000,000 EURO on the basis of a motion from the Management Board. The SVB may demand that the Management Board presented opinion letter prepared by a renowned international investment bank regarding grounds of such acquisition or disposal („fairness opinion”).
4. Members of the SVB are obliged to ensure that the Company and consolidated financial statements and the report on the activities meet the requirements of the provisions of law on accountancy.

§ 9

1. Each SVB member is obliged to inform the Management Board immediately about the existence of their relationship with a shareholder who holds shares representing not less than 5% of all votes at the General Meeting of the Company and to provide the Company quarterly summary on such relationships.
2. The obligation, referred to in clause 1 above concerns financial, family, and other relationships which may affect the position of the member of the SVB on issues decided by the SVB.
3. In case of a conflict between the interests of the Company and personal interests of a member of the SVB or any other person closely associated with him/her, such a member of the SVB should follow the principles defined in Orange Polska Conflict of Interest Policy for the Supervisory Board and the Management Board Members, in particular not take part in the discussion of such matter and, if a vote is ordered, should cast an abstaining vote and demand this fact to be entered in the minutes or take further action appropriate in a given situation.
4. A member of the SVB should take appropriate action to prevent and resolve conflicts of interest and is obliged to inform promptly the Company about all the conflicts of interests which have arisen or may arise, in accordance with Orange Polska Conflict of Interest Policy for the Supervisory Board and the Management Board Members.
5. The SVB members are obliged to submit quarterly statements containing the information required by law and regulations related to the listing of the Company's shares on the regulated markets, in the form adopted by the Company, including a statement identifying conflicts of interest, meeting the criteria the criteria of being independent and not having actual and material relations with any shareholder who holds at least 5% of the total vote in the Company.

§ 10

1. In order to discharge its duties, the SVB may audit the Company's documents, reevaluate the Company's assets, and demand that the Management Board, procurators, and persons employed in the Company under a contract of employment or performing for the Company, on a regular basis, specific activities under a contract of a specific work, contract of mandate or another similar contract, prepare or provide any and all information, documents, reports, statements or explanations related to the Company, in particular its activity or assets.
2. The scope of demand may also include the information, reports, statements or explanations concerning the subsidiary companies and related companies held by the body or the obliged person.

3. The SVB may adopt a resolution on the examination, at the Company's expense, of specific matter related to the Company's activity or assets by a selected adviser (SVB adviser). The SVB adviser may also be elected for the purpose of preparing certain analyses and opinions.
4. In a contract between the Company and the SVB adviser, the Company shall be represented by the SVB.
5. The Management Board shall provide access to documents for the SVB adviser and furnish to him/her the requested information.

IV. METHOD OF THE SVB OPERATION

§ 11

The SVB shall perform its tasks collectively but may also delegate some of its members to independent performance of supervision functions. Persons who are not members of the SVB may participate in supervisory and audit activities of the SVB.

§12

1. The SVB meetings shall be summoned as required and at least once in each quarter of a financial year.
2. The SVB meetings shall be convened by way of invitations stating the date, time, venue, and proposed agenda of the meeting as well as the way of using the means of direct communication over distance during the meeting.
3. Invitation to the meeting together with materials and documents shall be delivered to all members of the SVB in a manner considered by the Company to be safe, not later than 7 days prior to the date of the meeting.
4. In urgent matters the Chairman may call a meeting or change the agenda of a meeting that has already been convened at a shorter notice, not later however, than 3 days prior to the announced date of the meeting.
5. The Management Board or a member of the SVB may demand convening a meeting, providing a suggested agenda thereof. The Chairman shall be obliged to call a meeting of the SVB within two weeks of the reception of the aforementioned motion. In case the Chairman fails to call a meeting within two weeks of the reception of the same, the applicant may call it independently, providing an appropriate date, place and suggested agenda.
6. The SVB may also hold meetings without formal summons, if all members give their consent thereto and make no objections against putting certain issues on the agenda.
7. The Chairman, due to important reasons, may cancel the SVB meeting.
8. Participation in a meeting of the SVB is also possible with the use of means of electronic communication. The person convening a meeting decides on the possibility of such participation.
9. Participation in a meeting of the SVB in the manner referred to in item 1, includes in particular:
 - 1) real-time two-way communication where a member of the SVB can make statements during the SVB meeting, staying in a different place than the place of meeting,
 - 2) exercising the right to vote during the SVB meeting.
10. Communication in the manner referred to in clauses 8 and 9 takes place using technology and means ensuring the identification of participants of the SVB meeting and communication security.

§ 13

1. Meetings of the SVB dealing with specific matters may be attended by persons invited by the Chairman on their own initiative or on a motion of a member of the SVB.
2. A member of the SVB shall have the right to object to persons from outside the SVB participating in a meeting with the exception to clause 3. The matter shall be decided by a vote taken by the SVB.

3. Members of the Management Board may attend meetings of the SVB, save for issues which directly concern the Management Board or its members, and, in particular removal, liability, and setting remuneration.

§ 14

1. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting and all members have been invited.
2. During the meeting, the SVB may also adopt resolutions on issues which are not put on the proposed meeting agenda, if none of the SVB members participating in the meeting objects thereto.
3. The SVB shall adopt resolutions by a simple majority of votes cast. In case of voting, in which the same numbers of votes for and against were cast, the Chairman shall have a decisive vote.
4. It is permissible to participate in a meeting of the SVB also using means of direct remote communication.
5. Members of the SVB may participate in adopting resolutions by the SVB voting in writing through another member of the SVB. Voting in written may not refer to cases introduced to the agenda during the SVB meeting.
6. The SVB may adopt resolutions in writing or using a direct means of remote communication. A resolution shall be valid if all members of the SVB have been notified on the contents of the draft resolution and at least half of the Members of the Supervisory Board took part in the adoption of the resolution.
7. Voting is open.
8. Members of the SVB who vote against a resolution may have their dissenting vote recorded in the minutes.
9. Where a member of the SVB concludes that a decision of the SVB is in conflict with the interest of the Company, he/she should request that the minutes of the SVB meeting show his/her dissenting opinion.

§ 15

1. Minutes shall be taken from meetings and resolutions of the SVB.
2. The minutes shall contain:
 - 1) number,
 - 2) date of the meeting,
 - 3) agenda,
 - 4) names and surnames of members of the SVB participating in the vote and other persons present at the meeting,
 - 5) the number of votes cast on particular resolution and results of other votes held during the meeting,
 - 6) statements registered for inclusion in the minutes,
 - 7) confirmation of the adoption of resolutions and their full texts unless they are attached to the minutes in the form of an enclosure or a statement to the effect that the matter was dealt with differently,
 - 8) dissenting opinions of SVB members along with its justification, if any,
 - 9) the content of the resolutions adopted by the SVB between the meetings, together with the date of their adoption, the names of the SVB members taking part in the vote, the number of votes cast and dissenting opinions with justification if any.
3. The minutes shall be drawn up under the direction of the Secretary of the SVB.
4. The minutes from the previous meeting of the SVB shall be approved at the following meeting and signed by the Chairman or the SVB member who chairs the meeting or orders the voting. Each SVB member shall have the right to table a motion to supplement the minutes. Should the motion

be rejected by the SVB, the SVB member shall have the right to make a written statement while signing the minutes.

5. Minutes together with the agenda, materials and documents attached shall be kept in a manner recognized by the Company as safe.

V. THE SVB COMMITTEES

§ 16

1. The SVB shall establish the following permanent committees:
 - 1) the SVB Audit Committee, which Terms of Reference are attached as Attachment No 1;
 - 2) the SVB Remuneration Committee, which Terms of Reference are attached as Attachment No 2;
 - 3) the SVB Strategy Committee, which Terms of Reference are attached as Attachment No 3.
2. The SVB may establish other committees.
3. Only a member of the SVB can be a member of its committee.
4. The mandate of a member of a committee expires at the expiry of their mandate as a member of the SVB.
5. The SVB committee shall provide to the SVB the information on the supervision activities undertaken and their outcome at least once each quarter of a financial year.

VI. FINAL PROVISIONS

§ 17

The remuneration of members of the SVB shall be set by the General Meeting.

§ 18

In matters not settled in these Regulations provisions of the Commercial Companies Code and the Articles of Association shall apply.

§ 19

Amendments of these Regulations shall require a resolution of the SVB.

*Attachment No 1
to the Supervisory Board Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
AUDIT COMMITTEE**

1. General Provisions

The Audit Committee of the Orange Polska Supervisory Board (hereinafter referred to as: the Committee) is an advisory committee acting under the SVB.

2. Composition of the Committee

- 1) The Committee consists of at least three members.
- 2) The Committee is established by the SVB and is composed of the SVB members.
- 3) The SVB appoints the Chairman of the Committee.
- 4) Majority of the members of the Committee, including the Chairman of the Committee shall be independent of the Company.
- 5) At least one member of the Committee shall have knowledge and skills in accounting or audit of financial statements.
- 6) The Chairman of the Committee manages the Committee's work.

3. Independence criteria:

3.1. A member of the Committee is independent if he meets the following criteria:

- 1) not to belong, and not have belonged to the senior management within the last 5 years from the date of appointment; including not to be and not have been neither a member of the Management Board of the Company or its affiliated entity;
- 2) not to be an employee of the Company or its associated entity, and not have been in such a position for previous three years since the date of appointment, except when a member of the Committee is an employee not belonging to senior management and has been elected to the SVB as employee representative;
- 3) not to exercise supervision as a dominant entity within the meaning of Article 3 clause 1 item 37 a-e of the Act of 29 September 1994 on Accounting or not to represent individuals or entities which exercise supervision over the Company;
- 4) not to receive, or have received, significant additional remuneration from the Company or its associated entity apart from a fee received as a member of the SVB, including the Committee;
- 5) not to have, or have had within the last year since the date of appointment, a significant business relationship with the Company or its associated entity, either directly or as an owner, partner, shareholder, member of the Supervisory Board or other supervisory or controlling body or senior employee, including member of the Management Board or other governing body of an entity having such a relationship;
- 6) not to be, or have been within the previous two years since the date of appointment:
 - a) an owner, partner (including a general partner) or a shareholder of a current or former audit firm conducting an audit of a financial statement or assurance of sustainability reporting of the Company or its associated entity, or
 - b) a member of the Supervisory Board or other supervisory or controlling body of a current or former audit firm conducting an audit of a financial statement or assurance of sustainability reporting of the Company, or

- c) an employee or person belonging to senior management, including a member of the Management Board or other governing body of a current or former audit firm conducting an audit of a financial statement or assurance of sustainability reporting of the Company or its associated entity, or
 - d) another natural person whose services were used or supervised by a current or former audit firm or statutory auditor acting on behalf of a current or former audit firm;
- 7) not to be a member of a management board or other governing body of an entity in which a member of the supervisory board or other supervisory or controlling body is a member of the Management Board of the Company;
 - 8) not to be a member of the SVB for more than 12 years;
 - 9) not to be a spouse, cohabitant, relative or in-laws in a straight line, and in the collateral line to the fourth degree, of a member of the Management Board of the Company or of a person referred to in points 1-8;
 - 10) not to remain in adoption, custody or guardianship with a member of the Management Board of the Company or with a person, referred to in points 1 – 8.

3.2. Additional remuneration, referred to in point 4 above:

- 1) covers participation in a share option or any other performance-related pay scheme,
- 2) does not cover the receipt of fixed amounts of compensation under a retirement plan, including deferred compensation, for prior service with the Company, provided that such compensation is not contingent in any way on continued service with the Company.

4. Proceeding

- 1) The Committee shall meet at least on a quarterly basis before the publication of the Company's financial statements.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees, statutory auditors of the Company and other persons to the Committee meetings.
- 3) The Committee makes its decisions by an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in sudden cases not later than one day before the meeting.
- 6) The Chairman of the Committee may appoint the Committee Secretary, whose task shall include, especially, preparation of the meeting agenda, organisation of distribution of documents and development of minutes from the Committee meetings.

5. Tasks of the Committee

The role of the Committee is to review the integrity of the financial and sustainability information reported externally, the independence and objectivity of the Company's external auditors performing the audit of the financial statements and giving assurance in relation to the sustainability reporting, 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 SVB on these issues as appropriate.

The key functions of the Committee include:

- 1) Supervision of the integrity of the financial information provided by the Company in particular by monitoring:
 - a) The financial reporting process;

- b) The audit services, in particular carrying out the audit by an audit firm, considering the conclusions and findings of the Polish Agency for Audit Oversight (Polska Agencja Nadzoru Audytowego) resulting from the audits conducted in an audit firm;
 - c) The relevance and consistency of the accounting methods used by the Company and the Orange Polska Capital Group, including the criteria for the consolidation of the financial results;
 - d) Any changes to accounting standards, policies and practices;
 - e) Major areas of financial reporting subject to judgment;
 - f) Significant adjustments arising from the audit;
 - g) Statements on going concern;
 - h) Compliance with the accounting regulations;
- 2) Supervision of the integrity of the sustainability information provided by the Company, in particular by monitoring:
 - a) the sustainability reporting process or group sustainability reporting in accordance with the applicable law, and the process by which the Company identifies information presented in accordance with the sustainability reporting standards under the applicable law;
 - b) assurance of sustainability reporting carried out by an audit firm, considering the conclusions and findings of the Polish Agency for Audit Oversight resulting from the audits conducted in an audit firm;
 - 3) Reviewing at least annually the Orange Polska Capital Group's system of internal control and risk management systems and Internal Audit, in particular with regard to:
 - a) financial reporting,
 - b) sustainability reporting or group sustainability reporting,with a view to ensuring, to the extent possible, that the main risks (including those related to compliance with existing legislation and regulations are properly identified, managed and disclosed;
 - 4) Reviewing annually the Internal Audit programme, including the review of independence of the Internal Audit function, and its budget, and coordinating between the internal and external auditors;
 - 5) Analysing reports of the Company's Internal Audit and major findings of any other internal investigations and responses of the Management Board to them;
 - 6) Making recommendations in relation to the engagement, termination, appraisal and/or remuneration (including bonuses) of the Director of the Internal Audit;
 - 7) Reviewing and providing an opinion to the Company's Management Board and/or the SVB (where applicable) on significant transactions with related parties as defined by the corporate rules;
 - 8) Controlling and monitoring the independence and objectivity of the statutory auditor and audit firm performing the audit of the financial statements and giving assurance in relation to the sustainability reporting, in particular if that audit firm provides for the Company permitted services other than audit and other than assurance of sustainability reporting;
 - 9) Informing the SVB about the results of the audit and assurance of sustainability reporting and explaining how that audit or assurance contributed to the integrity and fairness of the financial reporting, sustainability reporting or group sustainability reporting in the Company and the role of the Committee in the audit or assurance process, as appropriate;

- 10) Assessing the independence of a statutory auditor and allowing a statutory auditor to carry out authorized non-audit services or non-sustainability reporting assurance services;
- 11) Drawing up the policy on selection of an audit firm to perform the audit and a policy on selection of an audit firm to perform the assurance of sustainability reporting;
- 12) Drawing up the policy on the provision of authorized non-audit or non-sustainability reporting assurance services by an audit firm conducting the audit or sustainability reporting assurance, by entities affiliated with that audit firm and by a member of their networks;
- 13) Determining the procedure of selection of an audit firm;
- 14) Reviewing the issues giving rise to the resignation of the external auditor;
- 15) Giving the SVB recommendations, referred to in art. 16 clause 2 of the Regulation no. 537/2014;
- 16) Giving the SVB recommendations to ensure integrity and fairness of the financial reporting process, sustainability reporting or group sustainability reporting in the Company;
- 17) Discussing with the Company's external auditors before the start of each annual audit on the nature and scope of the audit and monitoring the auditors' work;
- 18) Discussing (in or without the presence of the Company Management Board) of any problems or reservations identified by the statutory auditor and resulting from the financial statements audit or assurance of sustainability reporting;
- 19) Reviewing the effectiveness of the external audit process and the assurance of sustainability reporting by the auditor and the responsiveness of the Management Board to recommendations made by the external auditor;
- 20) Considering any other matter noted by the Committee or the SVB;
- 21) Regularly informing the SVB about all important issues within the Committee's scope of activity;
- 22) Providing the SVB with its annual report on the Committee's activity and results.

6. Authorities of the Committee

- 1) The Committee shall be entitled to:
 - a) investigate any activity of the Company important from the point of view of the Committee's tasks,
 - b) request the Management Board and employees of the Company to provide any information, reports and explanations, review books and documents, and directly check the financial standing of the Company and audit the activities of its plants,
 - c) request the Management Board, if required, to demand experts to develop expertise or opinions;
- 2) The Company's employees are obliged to co-operate with the Committee within the area required to execute its tasks.

*Attachment No 2
to the Supervisory Board Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
REMUNERATION COMMITTEE**

1. General Provisions

The Orange Polska Supervisory Board's Remuneration Committee (hereinafter referred to as the Committee) is an advisory committee acting under the SVB.

2. Composition of the Committee

- 1) The Committee is established by the SVB and is composed of the SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee manages the Committee's work.
- 4) The Chairman of the Committee may invite, through a request to the Management Board as per item 5c., an independent expert (that is, an expert who is not an employee of Orange Polska S.A. or any of its affiliates) who shall be entitled to participate in the Committee's meetings and/or advise the Committee on its work.

3. Proceeding

- 1) The Remuneration Committee shall meet according to its preferences at least four times a year.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees, of the Company and other persons to the Committee meetings.
- 3) The Committee makes its decisions with an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Remuneration Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in sudden cases not later than one day before the meeting.
- 6) The Chairman of the Committee may appoint the Committee Secretary, whose task shall include, especially, preparation of the meeting agenda and organisation of distribution of documents related to the Committee meetings.

4. Tasks of the Committee

The task of the Committee is to advise the SVB and Management Board on general remuneration policy of Orange Polska Capital Group and to make recommendations on appointments to the Management Board.

The detailed Committee's tasks include:

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

- 2) considering proposals made by the CEO or the SVB concerning new appointments to the Management Board; taking part in the final stage of the interviewing process and making the appropriate recommendation to the SVB about the candidates;
- 3) considering proposals made by the CEO or the SVB regarding dismissal or reports regarding resignations of any member(s) of the Management Board and making if necessary a relevant recommendation to the SVB;
- 4) giving recommendations to the SVB regarding the amounts of bonuses for the members of the Management Board;
- 5) providing an opinion on remuneration policy for most senior executives, and on the general policy for the wider Orange Polska Capital Group: in both cases having regard to the relative positioning on the market of Orange Polska Capital Group's terms of engagement and remuneration levels;
- 6) producing a report for the SVB on the activity of the Committee and assessment of remuneration policy of Orange Polska Capital Group.

5. Authorities of the Committee

The Committee shall be entitled to:

- a) investigate any activity of the Company important from the point of view of the Committee's tasks;
- b) request the Management Board of the Company to provide any information, reports and explanations if important for the activity of the Committee;
- c) request the Management Board, if required, to demand experts to develop expertise or opinions.

*Attachment No 3
to the Supervisory Board Regulations
of Orange Polska S.A.*

**TERMS OF REFERENCE
OF ORANGE POLSKA SUPERVISORY BOARD'S
STRATEGY COMMITTEE**

1. General Provisions

The Orange Polska Supervisory Board's Strategy Committee (hereinafter referred to as the Committee) is an advisory committee acting under the SVB authority.

2. Composition of the Committee

- 1) The Committee is established by the SVB and is composed of SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee manages the Committee's work.

3. Proceeding

- 1) The Strategy Committee shall meet according to its preferences at least twice a year.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees of the Company and other persons to the Committee meetings.
- 3) The Committee makes its opinions or recommendation with an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Strategy Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in urgent cases not later than one day before the meeting.

4. Tasks of the Committee

The Committee is a collegial body whose role is to prepare and enlighten the work of the SVB in the following areas:

- 1) The Committee gives its opinion and recommendation to the SVB on the strategic plan(s) set up by the Management Board and any further suggestions made by the SVB to such strategic plan(s) and in particular on its main strategic options. The Strategy Committee may also provide recommendations to the SVB regarding Management's planning processes;
- 2) The Committee is consulted on all strategic projects related to the development of Orange Polska Capital Group, the monitoring of the evolution of industrial partnerships within Orange Polska Capital Group and projects involving strategic agreements for Orange Polska Capital Group. It then reports and makes recommendations on each of these projects to the SVB.

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

- strategic agreements, alliances, and technological and industrial cooperation agreements, including aspects of the strategic partnership between Orange Group and Orange Polska Capital Group;
- significant acquisitions and sales of assets.

The issues submitted to the Committee contain, in particular, the information necessary for assessing the risks involved in the abovementioned operations.

Given the potential impact of these risks on the Company's accounts, the Chairman of the Audit Committee is entitled to attend the Committee meetings as permanent guest.

The Chairman of the SVB is entitled to attend the Committee meetings as permanent guest.

5. Authorities of the Committee

1) The Committee shall be entitled to:

- a) investigate any activity of the Company important from the point of view of the Committee's tasks;
- b) request the Management Board of the Company to provide any information, reports and explanations necessary for the activity of the Committee;
- c) request the SVB, if required, to ask internal and/or external experts to develop expertise or opinions.

2) The Committee will be kept informed on a regular basis of legal and regulatory developments relating to its scope of work.

6. Referral to the Committee

- 1) The Committee will entertain any matter within the scope of work assigned to it by the present Terms of Reference and determines its annual schedule.
- 2) The SVB may refer any issue that is on or to be on the agenda of the SVB.
- 3) The SVB may also refer to it, at all times, any other matters within its scope of work.

When an issue on the agenda of a meeting of the SVB is referred to the Strategy Committee for recommendation, except in case of urgent matter, at the latest on the day preceding the date of such SVB meeting; its proposals, recommendations, and opinions will be transmitted to the members of the SVB before the beginning of deliberation on such issue.