

REPORT

on the 2024 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 Pasło-Wiśniewska, PhD (Independent Board Member) – the Chairwoman
- Bénédicte 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,

In 2024 Orange Polska, as in previous years, in line with its mission, acted for the benefit of customers to provide them with access to the digital world, the best cybersecurity services and delivering the highest quality connectivity: increasing the range of the fiber-optic network and implementing ultra-fast 5G. According to its climate strategy the Company implemented solutions adapted to the challenges in the field of energy saving and environmental protection.

Orange Polska, continuing the strategy **.Grow**, also took care of development and motivation of the employees, who are one of the key elements that determined the success of the **.Grow** strategic plan.

In 2024 the Remuneration Committee worked in the same composition as last year. The Committee fulfilled its duties and advised the Supervisory Board on, among others:

- reappointments for the next term of office of four Management Board Members;
- payment of bonuses to the Management Board Members;
- some modifications to the Remuneration Policy for the Members of the Management Board and Supervisory Board.

In 2024, 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 2023; Remuneration Committee's Annual Report for 2023; and Realisation of Remuneration Policy as part of the OPL Management Board's Report on the Activity 2023.

I would like to thank the Committee Members for their effective work and time and valuable opinions.

I would also like to thank our colleagues from the OPL HC function for the fruitful cooperation and all the employees of Orange Polska for their professionalism and engagement.

Please find below the details about the activity of the Remuneration Committee in 2024.

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 CEO 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 CEO 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 2024 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 2024:

- 1) reappointments and employment conditions for the next term of office, starting from April 19, 2024: Vice-President of the Management Board in the charge of Business Market; Vice-President of the Management Board in the charge of Consumer Market; the Management Board Member in charge of Strategy&Corporate Affairs, the Management Board Member in charge of Network&Technology;
- 2) conditions of Stretch Bonus for the CEO and for the MBMs for 2024;
- 3) evaluation of the Management Board Members' bonuses for H2 2023;
- 4) targets and bonus conditions for Management Board Members for 2024;
- 5) the OPL LTI 2021-2023 wave 1 - Phantom Shares' buy back;
- 6) Orange Group LTIP 2024-2026;
- 7) Polish LTI Incentive Program in the years 2024-2026 wave 4;
- 8) amendments to the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska and appropriate modifications to their contracts of employment.

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 2023;
- 2) the realization of the Remuneration Policy – included in the OPL Management Board's Report on the Activity 2023;
- 3) the Remuneration Committee's Annual Report 2023.

The Remuneration Committee positively acknowledged:

- 1) HC Dashboard – a periodic report on matters of Human Capital;
- 2) Information on the realization of goals after H1 2024;
- 3) Equality & Diversity Policy;

- 4) New NPS method from January 2025 - implementation of a one consistent research within Orange Group (called CX Tracker) to measure NPS B2C instead of a local research (Barometer I);
- 5) OPL succession plan for the Management Board Members and Executive Directors;
- 6) Adjustment of 2023 CO2 emission;
- 7) Competence/skills management in perspective of the new Strategy (skills anticipation program and tools, recruitment, talent development, new ways of working - cultural change, agility, digital collaboration, organization adjustment, innovation management);
- 8) benefits granted to the Management Board Members due to Orange Polska internal regulations;
- 9) report on realisation of agreement with Orange Global International Mobility SA.
- 10) Witold Drożdż's application for consent to be a member of the supervisory boards of PEJ (Polskie Elektrownie Jądrowe Sp. z o.o.) and PGE PAK Energia Jądrowa S.A. for 3 years.

The Remuneration Committee operated in accordance with its working plan for 2024 approved by all the Remuneration Committee's Members. All recommendations of the Remuneration Committee were accepted by the Supervisory Board.