



Report on the Remuneration

Orange Polska

**20
24**

Table of Contents



Changes in the Company's Boards	06
Description of the Remuneration Policies	08
Remuneration of Members of the Management Board	10
Remuneration of Members of the Supervisory Board	27
Derogations from the Remuneration Policies and from the process of their implementation	29
Evolution of remuneration and key results over the 2020–2024 period	29
Terms of awarding variable remuneration component (Short Term Incentive Programme –STI) in 2025	32

Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2024

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 2024 and provides an overview of the remuneration awarded in line with the Remuneration Policy of Orange Polska S.A. in force since 2013 and the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. in force since 17 June 2020 with subsequent amendments ("the Remuneration Policies").

The Remuneration Policies applied by Orange Polska S.A. ("the Company") are an element of its 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.

The Remuneration Policies support the implementation of the strategy of Orange Polska S.A. 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.

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.

Changes in reporting

Responding to the issues raised by our minority shareholders, we introduced some significant changes to the Report in 2023. In 2024, no major changes were introduced, and the outline of the Report and the scope of disclosures set in the previous year were maintained.



Changes in the Company's Boards

As of 1 January 2024, the Company's Management Board was composed of Liudmila Climoc, Jolanta Dudek, Bożena Leśniewska, Witold Drożdż, Piotr Jaworski, Jacek Kowalski, Jacek Kunicki and Maciej Nowohoński. The composition of the Management Board did not change in 2024.

There were the following changes in the composition of the Supervisory Board in 2024:

On 9 February 2024, the mandate of Wioletta Rosołowska as a Member of the Supervisory Board expired as a result of her death.

On 19 April 2024, the mandates of Philippe Béguin, Bénédicte David, Mari-Noëlle Jégo-Laveissière, Maria Pasto-Wiśniewska and Jean-Marc Vignolles expired. On the same day, the Annual General Meeting appointed these persons to the Supervisory Board for a new term of office and Adam Uszpolewicz for the first term of office.

Jean-Michel Thibaud resigned his position as of 30 April 2024.

On 19 July 2024, Etienne Vincens de Tapol was appointed by the Supervisory Board as its Member pursuant to Article 19(8) of the Articles of Association. On 21 November 2024, his mandate expired and he was appointed to the Supervisory Board by the Extraordinary General Meeting.

Composition of the Supervisory Board on 31 December 2024:



Maciej Witucki

Chairman of the Supervisory Board



Clarisse Heriard Dubreuil

Board Member



Mari-Noëlle Jégo-Laveissière

Deputy Chairman of the Supervisory Board



John Russell Houlden

Independent Board Member and Chairman of the Audit Committee



Laurent Martinez

Deputy Chairman of the Supervisory Board



Monika Nachyła

Independent Board Member



Marc Ricau

Board Member and Secretary



Maria Pasto-Wiśniewska PhD

Independent Board Member and Chairwoman of the Remuneration Committee



Philippe Béguin

Board Member



Adam Uszpolewicz

Independent Board Member



Bénédicte David

Board Member



Jean-Marc Vignolles

Board Member and Chairman of the Strategy Committee



Bartosz Dobrzyński

Independent Board Member



Etienne Vincens de Tapol

Board Member

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 amended on 27 August 2020, 29 June 2023 and 19 April 2024. Under this Policy, the Company's remuneration system for the Management Board Members consists of fixed and variable components, including:

- base salary;
- performance-based bonus;
- benefits and allocation benefits;
- long-term capital remuneration;
- base premium for participation in the pension scheme;
- employment termination benefits;
- other benefits arising out of the provisions of labour law.

The remuneration paid in 2024 was structured in compliance with the Remuneration Policies in force.

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

The Management Board Members employed by the Company were granted Employee Pension Scheme premiums and some non-pecuniary benefits (discounts for Orange Polska's services, a sports card) based on internal regulations that apply also to other employees of the Company.

In line with the 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 are effected pursuant to employment contracts concluded for their term of office.

Liudmila Climoc, who has been the President of the Management Board of Orange Polska S.A. since 1 September 2023, has been employed by Swiss-based Orange Global International Mobility SA (OGIM SA), an Orange S.A. Group company, and has been posted to Orange Polska S.A. for the term of office of the CEO. 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 in line with the rules set out by the General Meeting. In 2024, their remuneration was payable pursuant to the Resolution No. 40 of 29 June 2023. The Supervisory Board Members employed by an Orange S.A. Group company are not entitled to receive remuneration for performing their functions in the Supervisory Board.

In line with the Articles of Association, at least four Members of the Supervisory Board of Orange Polska S.A. shall meet 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 2024, Orange Polska S.A. had five independent Members on the Supervisory Board, namely: Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD, as well as Wioletta Rosołowska (to 9 February 2024) and Adam Uszpolewicz (since 19 April 2024).

Remuneration of Members of the Management Board

a. Base salary

The terms of base salaries of the Management Board Members reflect 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 peer 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 has followed the Diversity Management Policy for Members of the Management Board, adopted by the Supervisory Board on 3 November 2021, and the Diversity Management Policy for Members

of the Supervisory Board, adopted by the Annual General Meeting on 22 April 2022.

The terms of employment of the Management Board Members are recommended to the Supervisory Board by the Remuneration Committee based on the following criteria:

- scope of responsibilities and complexity specific to the position;
- market competitiveness of the remuneration;
- recommendation of the President of the Management Board (does not apply to the remuneration of the latter);
- 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);
- individual contribution of the Management Board Member to the implementation of the Company's strategy.

b. Benefits

In 2024, the Management Board Members employed by Orange Polska S.A. received the following benefits:

a. Reported in the Table 10 below:

- medical care package for Members of the Management Board and their relatives (children, partners/spouses);
- life insurance;
- Employee Pension Scheme (EPS);
- other non-pecuniary benefits (employee discounts for the Company's services: FunPack, mobile subscription).

b. Additional:

- landline internet at the place of residence (a work tool);
- a sports card (described under the Table 10 below);
- directors and officers (D&O) liability insurance in connection with the performance of the Management Board Member's duties (an element of insurance for both existing and prospective/future officers performing specific functions in the organisation, with flat-rate premiums; hence, it is not possible to allocate the specific/actual income to particular persons).

Furthermore, 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.

In line with the terms of their employment contracts, Members of the Management Board were granted some benefits from which also persons closely associated with them could benefit. The value of such benefits is indicated in the Table 10 below under the caption Benefits.

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.

While performing the duties of the President of the Management Board of Orange Polska S.A. (since 1 September 2023), Liudmila Climoc has been 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 her remuneration and benefits is presented in the Table 11 below.

In the reported period, Members of the Management Board of Orange Polska S.A., excluding Liudmila Climoc posted to the position of the President of the Management Board, did not receive remuneration from other Orange S.A. 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 Group entities.

c. Employee Pension Scheme (see Table 10 below)

Members of the Management Board employed by Orange Polska S.A. have joined the Employee Pension Scheme, which is financed by Orange Polska S.A. This scheme is a pension fund (Orange Polska Employee Pension Fund). In 2024, the Company financed 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.

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 upon a six-months' notice.

Upon termination of the employment contract with a Member of the Management Board by the Company with a notice or 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 employed by the Company are obliged to refrain from engaging in any activities competitive to the Company for twelve months after the termination of employment with Orange Polska S.A. 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 (Short Term Incentive Programme – STI)**

Each Member of the Management Board was entitled to the variable remuneration component (Short Term Incentive Programme – STI) dependent on the achievement of financial and non-financial goals. The terms of awarding thereof changed in 2024 versus 2023 with respect to the settlement period, which was extended from six to twelve months.

The purpose of the bonus system has been to motivate Members of the Management Board to achieve high performance by attaining the predefined and agreed goals linked to the Company's strategy and growth of customer satisfaction. In addition, the system of objectives stimulates the co-operation among employees and business units by setting some solidarity goals in addition to individual ones. For Members of the Management Board, the variable component of remuneration was more related to the Company's performance and depended more on the achievement of solidarity goals, which are financial goals shared by all Members of the Management Board,

than in the case of other employees of the Company. For all Management Board Members solidarity goals account for 80% of the total, while for other employees with variable remuneration this share is between 30% and 60%.

The variable component of remuneration was payable on an annual basis and its calculation was based on the evaluation of the achievement of the goals defined for each Member of the Management Board in their individual task sheets. Pursuant to the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., each Member of the Management Board was entitled to receive an advance on the variable remuneration component; and each Member of the Management Board received an advance on the variable remuneration component due for 2024 equal to 40% thereof. The advance payment was effected in July 2024.

Solidarity goals, related to the implementation of the Company's .Grow strategy for 2021–2024, included:

1. **EBITDAaL (EBITDA after Leases)**

EBITDAaL is the primary measure used by the Management Board to measure operating profitability. The target for EBITDAaL growth is one of the main financial ambitions included in the .Grow strategy.

2. **Organic Cash Flow (OCF)**

OCF is the primary measure of cash flow generation used by the Management Board. Its level is an important factor affecting the level of financial leverage and, consequently, is of great importance when the Management Board recommends the amount of dividend to shareholders.

3. **Green indicator referring to CO₂ emissions in the Orange Polska Group**

The goal of reducing CO₂ emissions is included in the .Grow strategy and the Company's climate strategy.

4. **Customer satisfaction with Orange services (Perception NPS)**

NPS is commonly used in the telecommunications sector to measure the level of customer satisfaction with services and is one of the indicators of how well an offer and customer service meet the needs, which in turn translates into the level of revenue generated.

In the individual part, the goals referred to specific projects implemented within the function performed by the Management Board Member and to the evaluation of their work.

Each goal has the predefined minimum achievement level, below which the related variable remuneration is not awarded. In addition, each goal has the predefined maximum achievement level, above which the related variable remuneration is not further increased. Depending on the goal, the maximum threshold is between 150% and 200% of its achievement.

Each goal has been assigned a weight, and the amount of variable remuneration depends on the total weighted assessment of all goals. With the achievement of goals assessed at 100%, the variable remuneration component was 50% of the base salary due for the given period under the employment contract. With the achievement of all goals at the maximum level, variable remuneration component would have been 82.5% of the base remuneration.

Performance in 2024 permitted awarding the variable remuneration component to all Members of the Management Board, which is presented for each Board Member separately in the Tables 1–8 below.

In addition to the variable remuneration component, on 22 March 2024 the Supervisory Board, upon request of its Remuneration Committee, granted the President of the Management Board and Members of the Management

Board the right to an additional annual bonus referred to as the Stretch Bonus. The award of this bonus was based on two financial indicators: EBITDAaL and EBITDAaL–eCAPEX (see Table 9 below). Unlike the terms of awarding the variable remuneration component described above, the Stretch Bonus is awarded in a predefined amount only if both targets are achieved jointly (on a hit-or-miss basis). For Members of the Management Board, the Stretch Bonus amounts to one monthly base salary. In the case of the President of the Management Board it was EUR 140 thousand in 2024. As the predefined conditions were met, the Stretch Bonus for the President and other Members of the Management Board for 2024 will be paid in 2025.

The remuneration of each Member of the Management Board complied with the adopted Remuneration Policy for Members of the Management Board and Supervisory Board. The goals and the terms of their settlement were approved by the Remuneration Committee of the Supervisory Board.

The achievement of the goals by Members of the Management Board was assessed on an annual basis by the Supervisory Board of Orange Polska S.A. upon recommendation of the Remuneration Committee thereof, and the bonus was accrued pro rata to the employment period.

In the tables below, the term "Budget" refers to Orange Polska's Budget for 2024 approved by the Supervisory Board.



Table 1. Variable remuneration component: Liudmila Climoc, President of the Management Board

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%	28.3%				109%	0-135%
EBITDAaL (PLN mln)	30%	Budget-75	Budget	Budget+96	3,324	54%	0-60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget-150	Budget	Budget+150	985	33%	0-45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0-7.5%
NPS (position)	5%	Budget (position)-1	Budget (position)	Budget (position)+1	1st position	7.5%	0-7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget-14	129.8	10%	0-15%
Individual goals:	20%					22%	0-30%
Behavioural	20%					22%	0-30%
Weighted assessment						131%	

Table 2. Variable remuneration component: Jolanta Dudek, Vice President of the Management Board in charge of Consumer Market

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0-135%
EBITDAaL (PLN mln)	30%	Budget-75	Budget	Budget+96	3,324	54%	0-60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget-150	Budget	Budget+150	985	33%	0-45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0-7.5%
NPS (position)	5%	Budget (position)-1	Budget (position)	Budget (position)+1	1st position	7.5%	0-7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget-14	129.8	10%	0-15%
Individual goals:	20%					22%	0-30%
Behavioural	10%					10%	0-15%
Specific projects	10%					12%	0-15%
Weighted assessment						131%	

Table 3. Variable remuneration component: Bożena Leśniewska, Vice President of the Management Board in charge of Business Market

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0-135%
EBITDAaL (PLN mln)	30%	Budget-75	Budget	Budget+96	3,324	54%	0-60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget-150	Budget	Budget+150	985	33%	0-45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0-7.5%
NPS (position)	5%	Budget (position)-1	Budget (position)	Budget (position)+1	1st position	7.5%	0-7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget-14	129.8	10%	0-15%
Individual goals:	20%					19%	0-30%
Behavioural	10%					10%	0-15%
Specific projects	10%					9%	0-15%
Weighted assessment						128%	

Table 4. Variable remuneration component: Piotr Tadeusz Jaworski, Member of the Management Board in charge of Network and Technology

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0-135%
EBITDAaL (PLN mln)	30%	Budget-75	Budget	Budget+96	3,324	54%	0-60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget-150	Budget	Budget+150	985	33%	0-45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0-7.5%
NPS (position)	5%	Budget (position)-1	Budget (position)	Budget (position)+1	1st position	7.5%	0-7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget-14	129.8	10%	0-15%
Individual goals:	20%					21%	0-30%
Behavioural	10%					10%	0-15%
Specific projects	10%					11%	0-15%
Weighted assessment						130%	

Table 5. Variable remuneration component: Maciej Nowohoński, Member of the Management Board in charge of Carriers Market and Real Estate Sales

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0–135%
EBITDAaL (PLN mln)	30%	Budget–75	Budget	Budget+96	3,324	54%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–150	Budget	Budget+150	985	33%	0–45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0–7.5%
NPS (position)	5%	Budget (position)–1	Budget (position)	Budget (position)+1	1st position	7.5%	0–7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget–14	129.8	10%	0–15%
Individual goals:	20%					22%	0–30%
Behavioural	10%					10%	0–15%
Specific projects	10%					12%	0–15%
Weighted assessment						131%	

Table 6. Variable remuneration component: Jacek Kunicki, Member of the Management Board in charge of Finance

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0–135%
EBITDAaL (PLN mln)	30%	Budget–75	Budget	Budget+96	3,324	54%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–150	Budget	Budget+150	985	33%	0–45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0–7.5%
NPS (position)	5%	Budget (position)–1	Budget (position)	Budget (position)+1	1st position	7.5%	0–7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget–14	129.8	10%	0–15%
Individual goals:	20%					21%	0–30%
Behavioural	10%					10%	0–15%
Specific projects	10%					11%	0–15%
Weighted assessment						130%	

Table 7. Variable remuneration component: Jacek Kowalski, Member of the Management Board in charge of Human Capital

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0–135%
EBITDAaL (PLN mln)	30%	Budget–75	Budget	Budget+96	3,324	54%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–150	Budget	Budget+150	985	33%	0–45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0–7.5%
NPS (position)	5%	Budget (position)–1	Budget (position)	Budget (position)+1	1st position	7.5%	0–7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget–14	129.8	10%	0–15%
Individual goals:	20%					20%	0–30%
Behavioural	10%					10%	0–15%
Specific projects	10%					10%	0–15%
Weighted assessment						129%	

Table 8. Variable remuneration component: Witold Drożdż, Member of the Management Board in charge of Strategy and Corporate Affairs

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					109%	0–135%
EBITDAaL (PLN mln)	30%	Budget–75	Budget	Budget+96	3,324	54%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–150	Budget	Budget+150	985	33%	0–45%
NPS (improvement)	5%	Budget	Budget+1	Budget+2	25	5.0%	0–7.5%
NPS (position)	5%	Budget (position)–1	Budget (position)	Budget (position)+1	1st position	7.5%	0–7.5%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+42	Budget	Budget–14	129.8	10%	0–15%
Individual goals:	20%					21%	0–30%
Behavioural	10%					10%	0–15%
Specific projects	10%					11%	0–15%
Weighted assessment						130%	

In the tables 1–8 above, the “Weighted assessment” in the column “Goal achievement” may not sum up due to rounding.
In the tables 1–8 above, the “Assessment range” in the last column indicates that the particular goal may be assessed in the specified range.

Table 9. Stretch Bonus for the President and other Members of the Management Board

Criteria	Goal	Performance	Goal achievement	Assessment range
EBITDAaL* (PLN mln)	Budget+48	3,324	100%	0% or 100%
EBITDAaL-eCapex* (PLN mln)	Budget+70	1,502	100%	0% or 100%

*Both goals need to be achieved jointly.

In 2024, Orange Polska S.A. did not exercise the option to demand the return of the variable components of remuneration.

Table 10. Total remuneration of Members of the Management Board in 2024

Full name	1. Fixed remuneration (PLN '000)						2. Variable remuneration (PLN '000) ¹						
	Base salary	Benefits*	Other benefits for relatives	Compensation and severance pay	Other payments (including EPS benefit)	Total fixed remuneration	Annual, granted for 2024 (advance paid in July 2024)	Annual, granted for 2024 (upon annual settlement; additional payment in 2025)	Annual, granted for 2024 (Stretch Bonus)	Total variable remuneration	Total remuneration for 2024 (PLN '000)	Proportion between fixed and variable remuneration granted in 2024 (%)	Variable remuneration for 2023 paid in 2024 (PLN '000)
Jolanta Dudek	1,327	30	0	0	168	1,525	265	603	113	981	2,506	61%/39%	497
Bożena Leśniewska	1,482	35	0	0	187	1,704	296	651	125	1,072	2,776	61%/39%	568
Witold Drożdż	1,122	34	0	0	146	1,302	224	504	95	823	2,125	61%/39%	424
Piotr Jaworski	1,122	41	0	0	147	1,310	224	504	95	823	2,133	61%/39%	424
Jacek Kowalski	1,140	30	0	0	149	1,319	228	506	95	829	2,148	61%/39%	450
Jacek Kunicki	1,260	51	0	0	162	1,473	252	566	105	923	2,396	61%/39%	473
Maciej Nowochoński	1,176	35	0	0	153	1,364	235	534	98	867	2,231	61%/39%	461

¹Includes family members in line with the provisions of section 3.b above. Includes an additional benefit in the form of festival passes, which were used by Bożena Leśniewska (for Open'er Festival) as well as Piotr Jaworski and Jacek Kunicki (for Orange Warsaw Festival).

In addition, Bożena Leśniewska and Jolanta Dudek used sports cards financed from the Company Social Benefits Fund. The benefit was worth PLN 492 per each of them in 2024 (not included in the Table 10 above).

¹The figure includes the variable remuneration component due for 2024 and payable in 2025, as approved by the Supervisory Board of Orange Polska S.A., while excludes the variable remuneration component accrued in 2023 and paid in 2024. The predefined conditions for the payment of the Stretch Bonus for 2024 were met.

Table 11. The amounts paid by Orange Polska S.A. in 2023 as the reimbursement of the costs related to posting of the President of the Management Board

Criteria	1. Fixed remuneration (PLN '000)	2. Variable remuneration (PLN '000) ¹			Total remuneration for 2024 (PLN '000)	Proportion between fixed and variable remuneration (%)	Variable remuneration for 2023 paid in 2024 (PLN '000)
		Excluding annual Stretch Bonus granted for 2024	Annual, granted for 2024 (Stretch Bonus)	Total variable remuneration			
Liudmila Climoc	4,143	1,004	598	1,602	5,745	72%/28%	306

¹The figure includes the variable remuneration component due for 2024 and payable in 2025, as approved by the Supervisory Board of Orange Polska S.A., while excludes the variable remuneration component accrued in 2023 and paid in 2024 (except for the amount resulting from foreign exchange gains/losses). The predefined conditions for the payment of the Stretch Bonus for 2024 were met.



f. Orange Polska S.A. Long Term Incentive Programmes (LTI)

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 divided into three-year cycles (Programme Series), beginning in consecutive calendar years. Four series, namely 2021–2023 (Series One), 2022–2024 (Series Two), 2023–2025 (Series Three) and 2024–2026 (Series Four), have been launched in the Programme.

In accordance with the adopted Programme Regulations, the President and other Members of the Management Board could purchase 43,200 phantom shares each at a price of PLN 0.50 per phantom or receive 40,800 free phantom shares each in each Programme Series. The Supervisory Board determines in a resolution either the price or free disposal of phantom shares as well as their number available in subsequent series, starting from the 2023–2025 period.

The programme implementation has been based on the following principles:

1. The right to the redemption of the phantom shares by the Company is contingent on the employment continuity till the end of the last year of the particular Programme Series. If employment is terminated before the end of the particular Series, but not earlier than after the end of the second year thereof, the Supervisory Board may resolve to leave the participant in the Programme.
2. The preliminary condition for the Company's redemption of any number of Series One phantom shares is to maintain the average share price of Orange Polska in Q1 2024 at a level equal to or higher than the average share price in the first half of 2021.
3. Subsequent series include similar conditions: the average share price in the first half of the Series duration remains the reference price, while the average share price in Q1 2025, Q1 2026 and Q1 2027 will constitute the basis for settlement in the Series Two, Series Three and Series Four, respectively.
4. Phantom shares have been allocated to four success indicators. Both the main goal and the minimum goal have been set for each indicator. The phantom shares allocated to a particular success indicator will be redeemed by the Company provided that the Company has met the business objectives set for that indicator.
5. If the Company achieves the main goal, 100% of the phantom shares allocated to the relevant success indicator shall be redeemed. If the Company achieves a result lower than the main goal but at least equal to the minimum goal set for a particular success indicator, 50% of the phantom shares allocated thereto shall be redeemed.
6. If the minimum criteria for a particular success indicator are not met, the phantom shares allocated thereto shall not be redeemed and, as a result, the participants will lose the invested funds.

The success indicators and the related business objectives to be achieved are presented in the tables below.

Table 12. LTI success indicators and business objectives for all the Programme Series

Success indicator	Weight (% of phantom shares)	Description
EBITDAaL	30%	Achieving a specific EBITDAaL level, being the sum of values over 3 years, projected in the Company's strategic plan.
Organic Cash Flow	25%	Achieving a specific level of Organic Cash Flow, being the sum of values over 3 years, projected in the Company's strategic plan.
CO ₂ emissions	10%	Achieving a specific level of CO ₂ emission reductions projected in the Company's strategic plan.
Share price	35%	Achieving a specific level of share price growth or achieving a return higher than the return on the WIG20 index in the same period.

Table 13. Redemption conditions for the Series One (2021–2023)

Success indicator	Weight (% of phantom shares)	Conditions for 100% redemption (the main goal)	Conditions for 50% redemption (the minimum goal)
EBITDAaL (PLN mln)	30%	2021–2023 aggregate ≥ Strategic Plan objectives	Main goal – 477
Organic Cash Flow (PLN mln)	25%	2021–2023 aggregate ≥ Strategic Plan objectives	Main goal – 298
CO ₂ emissions (kt)	10%	CO ₂ emissions target for 2023	Main goal for 2023 + 5.5 kt
Share price	35%	Average share price in Q1 2024 + specific growth ≥ average share price in H1 2021 or rate of return between H1 2021 and Q1 2024 > WIG20 rate of return in the same period	Average share price in Q1 2024 + specific growth vs. average share price in H1 2021 or rate of return between H1 2021 and Q1 2024 = WIG20 rate of return in the same period
Sum of the weights	100%		

Table 14. Redemption conditions for the Series Two (2022–2024)

Success indicator	Weight (% of phantom shares)	Conditions for 100% redemption (the main goal)	Conditions for 50% redemption (the minimum goal)
EBITDAaL (PLN mln)	30%	2022–2024 aggregate ≥ Strategic Plan objectives	Main goal – 637
Organic Cash Flow (PLN mln)	25%	2022–2024 aggregate ≥ Strategic Plan objectives	Main goal – 463
CO ₂ emissions (kt)	10%	CO ₂ emissions target for 2024	Main goal for 2024 + 33.4 kt
Share price	35%	Average share price in Q1 2025 + specific growth ≥ average share price in H1 2021 or rate of return between H1 2021 and Q1 2025 > WIG20 rate of return in the same period	Average share price in Q1 2025 + specific growth vs. average share price in H1 2021 or rate of return between H1 2021 and Q1 2025 = WIG20 rate of return in the same period
Sum of the weights	100%		

Table 15. Redemption conditions for the Series Three (2023–2025)

Success indicator	Weight (% of phantom shares)	Conditions for 100% redemption (the main goal)	Conditions for 50% redemption (the minimum goal)
EBITDAaL (PLN mln)	30%	2023–2025 aggregate ≥ Strategic Plan objectives	Main goal – 292
Organic Cash Flow (PLN mln)	25%	2023–2025 aggregate ≥ Strategic Plan objectives	Main goal – 292
CO ₂ emissions (kt)	10%	CO ₂ emissions target for 2025	Main goal for 2025 + 46.6 kt
Share price	35%	Average share price in Q1 2026 + specific growth ≥ average share price in H1 2021 or rate of return between H1 2021 and Q1 2026 > WIG20 rate of return in the same period	Average share price in Q1 2026 + specific growth vs. average share price in H1 2021 or rate of return between H1 2021 and Q1 2026 = WIG20 rate of return in the same period
Sum of the weights	100%		

Table 16. Success indicators for the Series Four (2024–2026)

Success indicator	Weight (% of phantom shares)
EBITDAaL (PLN mln)	30%
Organic Cash Flow (PLN mln)	25%
CO ₂ emissions (kt)	10%
Share price	35%
Sum of the weights	100%

The redemption conditions for particular success indicators in the Series Four (2024–2026) shall be determined in a separate resolution of the Supervisory Board in 2025, upon the announcement of the new Strategic Plan.

In April 2024, the Series One of the Programme was settled. The goals set for success indicators were achieved at the following level: EBITDAaL at 50%, Organic Cash Flow at 100%, CO₂ emissions at 100% and share price at 100%. The preliminary condition for the phantom share redemption was met.

Table 17. Number and value of phantom shares redeemed by Orange Polska S.A. as well as the value of share-based payments recognised as the Company's costs in the Long Term Incentive Programme for the Series One (LTI 2021–2023)

Full name	LTI 2021–2023		
	Number of redeemed phantom shares	Payment upon the Programme completion in April 2024 (PLN '000)*	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2024 (PLN '000)*
Jolanta Dudek	36,720	285	7
Bożena Leśniewska	36,720	285	7
Witold Drożdż	36,720	285	7
Piotr Jaworski	36,720	285	7
Jacek Kowalski	36,720	285	7
Jacek Kunicki	36,720	285	7
Maciej Nowohoński	36,720	285	7

* Number of shares for redemption (36,720) the average price of Orange Polska shares in Q1 2024 (PLN 8.3503) less payment for the purchase of phantom shares (PLN 21,600).

Table 18. The value of phantom share-based payments recognised as the Company's costs in the Long Term Incentive Programme for all Series (LTI 2022–2024, LTI 2023–2025 and LTI 2024–2026)

Full name	LTI 2022–2024		LTI 2023–2025		LTI 2024–2026	
	Number of purchased phantom shares	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2024 (PLN '000)*	Number of purchased phantom shares	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2024 (PLN '000)*	Number of purchased phantom shares	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2024 (PLN '000)*
Liudmila Climoc	–	–	–	–	40,800	36
Jolanta Dudek	43,200	38	43,200	45	40,800	36
Bożena Leśniewska	43,200	38	43,200	45	40,800	36
Witold Drożdż	43,200	38	43,200	45	40,800	36
Piotr Jaworski	43,200	38	43,200	45	40,800	36
Jacek Kowalski	43,200	38	43,200	45	40,800	36
Jacek Kunicki	43,200	38	43,200	45	40,800	36
Maciej Nowohoński	43,200	38	43,200	45	40,800	36

*Number of shares × valuation of share options as of 31 December 2024.

At the time of allocation of phantom shares for the LTI 2022–2024 and LTI 2023–2025 series, Liudmila Climoc was not the President of the Management Board of Orange Polska S.A.

The LTI 2022–2024 shares shall be redeemed in 2025, provided that the relevant conditions are met.

g. Long Term Incentive Plan (LTIP) of the Orange Group

The Long Term Incentive Plan of the Orange Group is effected in three-year editions. It includes key executives 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 S.A. under the following conditions: continuous service in the Orange Group throughout the Plan and some performance-based criteria.

The aim of the Plan is to recognise the engagement of the Group's key executives, 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 awarding disposable shares to the participants by Orange S.A. 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. It ended with awarding disposable shares to the participants by Orange S.A. in April 2022.

In July 2020, the fourth edition of the Long Term Incentive Plan of the Orange Group for 2020–2022 was made available. It ended with awarding disposable shares to the participants by Orange S.A. in April 2023.

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

In April 2024, the fifth edition of the three-year Long Term Incentive Plan (LTIP) made available for 2021–2023 was settled, and Orange S.A. awarded disposable shares to the participants (see Table 20 below).

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

In July 2023, the seventh edition of the Long Term Incentive Plan of the Orange Group for 2023–2025 was made available.

In July 2024, the eighth edition of the Long Term Incentive Plan of the Orange Group for 2024–2026 was made available.

The conditions for receiving a specified number of free shares of Orange S.A. are indicated in the Table 19 below.

In the Long Term Incentive Plan of the Orange Group for 2022–2024 and 2023–2025, 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 only upon achieving them in 100%.

In the Long Term Incentive Plan of the Orange Group for 2024–2026, shares shall be awarded based on the following principles:

1. Shares based on the achievement of the Organic Cash Flow objective may be awarded upon achieving it at the level equal to or greater than 95.7% of the target. For the CSR objective, which includes two indicators, namely share of renewable energy in the electric energy mix and proportion of women in managerial positions, shares may be awarded upon achieving at least 97.9% of the target for the first indicator and 97.2% of the target for the second indicator.
2. Shares based on the achievement of the Total Shareholder Return objective may be awarded upon achieving it at the level equal to or greater than the target specified in the note 3 under the Table 19 below.
3. The maximum possible achievement for the indicators related to the CSR objective is 100%, whereas the maximum possible achievement for the Organic Cash Flow and Total Shareholder Return objectives is 120% if the relevant target is exceeded.
4. The total number of disposable shares awarded upon settlement of the edition of the Plan shall not exceed the share awards specified in the Table 20 below.

Table 19. Detailed parameters of the Long Term Incentive Plan

Name of the Plan	LTIP 2022–2024	LTIP 2023–2025	LTIP 2024–2026
1	2	3	4
Performance assessment period	Years 2022–2024	Years 2023–2025	Years 2024–2026
Award date	27 July 2022	25 July 2023	23 July 2024
Ending date of the edition	31 December 2024	31 December 2025	31 December 2026
Award condition	Continuous service in 2022–2024	Continuous service from 1 January 2023 to 31 March 2026	Continuous service from 1 January 2024 to 31 March 2027
a) Financial indicator	a) Organic Cash-Flow ¹	a) Organic Cash-Flow ¹	a) Organic Cash-Flow ¹
b) Indicator weight	b) 50%	b) 40%	b) 40%
a) Financial indicator	a) Total Shareholder Return ²	a) Total Shareholder Return ²	a) Total Shareholder Return ³
b) Indicator weight	b) 30%	b) 30%	b) 30%
a) Financial indicator	a) CSR ⁴	a) CSR ⁵	a) CSR ⁶
b) Indicator weight	b) 20%	b) 30%	b) 30%

¹The 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.

²The 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.

³The increase in Total Shareholder Return should be higher than the target defined as the median of Total Shareholder Returns of a group of companies in the telecommunication industry included in 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.

⁴10% 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 managerial positions at the end of the assessment period.

⁵20% 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 managerial positions at the end of the assessment period.

⁶20% of the CSR objective corresponds to the achievement of the goal related to a share of renewable energy in the electric energy mix 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 proportion of women in managerial positions at the end of the assessment period.



Table 20. Number of disposable shares awarded or to be awarded to Members of the Management Board in the Long Term Incentive Plan of the Orange Group

Full name	Shares to be awarded (number)				Disposable shares awarded in LTIP 2021–2023 and settled in 2024 (number)
	LTIP 2021–2023	LTIP 2022–2024	LTIP 2023–2025	LTIP 2024–2026	
1	2	3	4	5	5
Liudmila Climoc	2,000	2,000	3,000	4,500	2,000
Jolanta Dudek	2,000	2,000	2,000	3,000	2,000
Bożena Leśniewska	2,000	2,000	2,500	3,000	2,000
Witold Drożdż	2,000	2,000	1,500	3,000	2,000
Piotr Jaworski	2,000	2,000	1,500	2,000	2,000
Jacek Kowalski	2,000	2,000	1,500	2,500	2,000
Jacek Kunicki	2,000	2,000	3,000	4,000	2,000
Maciej Nowohoński	2,000	2,000	2,000	3,000	2,000

Table 21. Value of share-based payments in the Long Term Incentive Plan reported as costs in Orange Polska S.A.'s financial statements (in PLN '000)

Full name	LTIP 2022–2024	LTIP 2023–2025	LTIP 2024–2026
	For 12 months to 31 December 2024	For 12 months to 31 December 2024	For 12 months to 31 December 2024
Liudmila Climoc	30	45	22
Jolanta Dudek	30	30	15
Bożena Leśniewska	30	38	15
Witold Drożdż	30	23	15
Piotr Jaworski	30	23	10
Jacek Kowalski	30	23	12
Jacek Kunicki	30	45	19
Maciej Nowohoński	30	30	15



Remuneration of Members of the Supervisory Board

The remuneration of Members of the Supervisory Board is determined by the General Meeting of Shareholders of Orange Polska S.A. In 2024, Members of the Supervisory Board were entitled to remuneration set out in the Resolution 40 of the Annual General Meeting of 2023.

Members of the Supervisory Board are entitled to fixed monthly remuneration depending on their functions performed in the Supervisory Board regardless of the number of meetings held in the given month. 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 for such positions but the highest remuneration to which they are entitled. Within the Supervisory Board, there are three standing committees: Audit Committee, Remuneration Committee and Strategy Committee. Furthermore, the Supervisory Board may establish other Committees and define their

tasks at its own discretion. In 2024, the Supervisory Board did not establish any further Committees.

The 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 Supervisory Board's work. In connection with the performance of the Supervisory Board Member's duties, Members of the Supervisory Board are covered by the D&O liability insurance.

In 2024, Members of the Supervisory Board were granted additional benefits in the form of invitations to cultural events.

Table 22. Remuneration of Members of the Supervisory Board for 2024

Full name	Total remuneration for performing the function (PLN '000)	Of which: Remuneration for sitting on a Committee (PLN '000)	Notes
Maciej Witucki	471	-	4)
Mari-Noëlle Jégo-Laveissière	-	-	1)
Laurent Martinez	-	-	1)
Marc Ricau	-	-	1)
Philippe Béguin	-	-	1)
Bénédicte David	-	-	1)
Bartosz Dobrzyński	251	86	4) 5)
Claris Heriard Dubreuil	-	-	1)
John Russell Houlden	431	288	-
Monika Nachyla	249	86	4) 5)
Maria Pasło-Wisniewska PhD	349	201	4)
Wioletta Rosołowska	25	9	2)
Jean-Michel Thibaud	-	-	1) 2)
Adam Uszpolewicz	161	60	-
Jean-Marc Vignolles	-	-	3)
Etienne Vincens de Tapol	-	-	1)
Total	1,937	730	

¹A person employed by Orange S.A. who did not receive remuneration for the function performed in Orange Polska.

²A person who was not a Member of the Supervisory Board of the Company as at 31 December 2024.

³A person who did not receive remuneration for the function performed.

⁴Total 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.

⁵Total remuneration includes additional benefits in the form of passes for Orange Warsaw Festival and Open'er Festival.

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

In 2024, Orange Polska S.A. effected remuneration payments in line with the adopted Remuneration Policies, and there were no derogations from the rules specified therein.

Evolution of remuneration and key results over the 2020–2024 period

Percentage changes in key indicators versus their value in the preceding year are presented in the Table 23 below.

Table 23. 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.

Annual performance	2020	2021	2022	2023	2024
EBITDAaL	2,797	2,963	3,078	3,179	3,324
EBITDAaL evolution	+2.9% ²	+5.9% ²	+3.9% ²	+3.3%	+4.6%
Revenue	11,508	11,928	12,488	12,970	12,732
Revenue evolution ¹	+0.9%	+3.6%	+4.7%	+3.9%	-1.8%
Organic cash flow	642	867	822	1,173	985
Organic cash flow evolution	-13%	+35%	-5.2%	+43%	-16%
NPS (Net promoter score – position on the Polish market of telecommunications operators)	1	2	3	4	1

¹Evolution 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.

²Starting 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 and remuneration of employees other than Members of the Management Board or Supervisory Board for 2024 are presented in the Table 24 below.

Table 24. Evolution of remuneration in Orange Polska S.A. over the last five years

Management Board remuneration in PLN '000 (gross) ^{1,3}					
Full name	2020	2021	2022	2023	2024
Liudmila Ciimoc ²	n/a	n/a	n/a	1,608	5,745
Jolanta Dudek	1,624	1,903	2,220	2,186	2,506
Bożena Leśniewska	2,248	2,568	2,697	2,504	2,776
Witold Drożdż ³	1,487	1,700	1,797	1,876	2,125
Piotr Jaworski ³	1,504	1,757	1,905	1,886	2,133
Jacek Kowalski	1,935	2,166	2,113	1,980	2,148
Jacek Kunicki ³	614	1,813	2,018	2,097	2,396
Maciej Nowohoński	1,972	2,203	2,188	2,043	2,231
Julien Ducarroz ²	1,339	5,382	5,670	4,353	n/a
Jean-François Fallacher ^{1,3}	3,359	n/a	n/a	n/a	n/a
Mariusz Gaca ^{1,3}	2,369	n/a	n/a	n/a	n/a
TOTAL*	18,451	19,492	20,608	20,533	22,060
Employee remuneration (excluding the Management Board and Supervisory Board) ^{1,4}					
	2020	2021	2022	2023	2024
Average total gross salary in PLN '000	122	129	134	142	156
Total remuneration paid to employees in PLN '000 (gross) in subsequent years	1,275,836	1,236,923	1,187,072	1,217,931	1,276,168
Management Board remuneration to employee remuneration ratio (%)	1.45%	1.74% ⁵	1.74%	1.69%	1.88% ⁵
Number of employees ⁶	10,489	9,622	8,863	8,571	8,157

¹Remuneration excluding compensation and severance pay paid in connection with termination of employment (including compensation for non-competition after termination of employment).

²The amount paid by Orange Polska S.A. as the reimbursement of the costs related to posting of the President of the Management Board.

³Total 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.

⁴Total salaries and benefits of employees (including the Employee Pension Scheme), excluding benefits from the Social Fund.

⁵In 2021 and 2024, 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.

⁶Average annual employment according to Statistics Poland's in full-time equivalents (excluding the Management Board).

n/a – not applicable



This Report presents information concerning remuneration of Members of the Management Board and Supervisory Board, while omits information concerning remuneration of the employees of Orange Polska other than Members of the Management Board or the Supervisory Board, except for the data presented in the Table 24 above.

The Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2023 was drawn up and adopted by the Supervisory Board of Orange Polska S.A. on 22 March 2024

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 2023 (Resolution no. 31 of the Annual General Meeting of Orange Polska S.A. dated 19 April 2024).

Terms of awarding variable remuneration component (Short Term Incentive Programme –STI) in 2025

The goals and weights (presented in section 3.e above) that will constitute the basis for awarding the variable remuneration component for all Members of the Management Board have changed in 2025 versus 2024. The structure of solidarity goals will be expanded to include an additional goal: Revenues with the weight of 10%; simultaneously, the weight of Organic Cash Flow will be reduced from 30% to 20%, so that the sum of the weights is still 100%. Apart from the aforementioned change, the other conditions remain the same versus 2024.





Corporate Communication and CSR Department,

Analysis and Events

odpowiedzialny.biznes@orange.com

Monika.Kulik@orange.com

Investor Relations

investors@orange.com

www.orange-ir.pl

Leszek.lwaszko@orange.com

Sylwia.Wojtkowska@orange.com

Headquarters

Orange Polska S.A

Aleje Jerozolimskie 160

02-326 Warszawa

www.orange.pl

www.biuroprasowe.orange.pl