

CORPORATE GOVERNANCE STATEMENT

(a) Company's corporate governance policy

Pursuant to the resolution 13/1834/2021 of the Supervisory Board of the Warsaw Stock Exchange dated 29 March 2021, the Company, as an issuer of securities listed on the Warsaw Stock Exchange (WSE), has been obliged to comply with the corporate governance practices set out in the *Best Practice for GPW Listed Companies 2021*.

The latter is available at <http://corp-gov.gpw.pl>.

(b) Corporate governance compliance

In 2024, the Company complied with all the corporate governance rules.

(c) Description of major features of Orange Polska's internal control and risk management systems with respect to the process of development of standalone and consolidated financial statements (please see chapter IV for additional information on key risk factors)

The system of internal control and risk management in Orange Polska S.A. has been designed to manage, rather than eliminate, the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Code of Ethics encompasses relations with customers, shareholders, employees, suppliers, competition and also with respect to the environment in which the Group operates. A whistleblowing system, which has been used effectively for years, is co-ordinated by the Ethics Committee of Orange Polska, which was established in 2007. The process enables problem identification by employees, associates and external partners through a number of communication channels, such as emails to the dedicated mailbox Zapytaj.etyka@orange.com ('Ask an ethicist'), notifying the Chairman of the Ethics Committee orally (via a recorded telephone line or at a face-to-face meeting) or in writing (to the postal address of the Ethics Committee of Orange Polska S.A.), or contact with the Chairman of the Ethics Committee (including a face-to-face meeting). In justified cases, the aforementioned persons can notify their concerns directly to the Chairman of the Audit Committee of the Supervisory Board of Orange Polska, who is responsible for, *inter alia*, business ethics issues.

Regular training on ethics is provided to employees, which is confirmed by certification.

In accordance with the approach adopted by the Orange Group, assuming gradual implementation of subsequent elements of the Compliance Programme, the Anti-Corruption Policy and Guidelines have been introduced in Orange Polska. These regulations contain detailed rules and standards as well as references to specific conditions and circumstances relating to the identification and mitigation of the risk of corruption. They are regularly reviewed and updated, if required. In addition, a number of information and training activities are carried out in order to raise employees' awareness of anti-corruption laws and rules. The aforementioned regulations have been strengthened in terms of the conflict of interest management by introducing the relevant Policies for employees and managers, as well as the Members of the Supervisory Board and Management Board of Orange Polska S.A.

The Compliance Programme encompasses a mechanism for reporting cases of corruption, influence peddling and actual or suspected infringement of legal regulations. These may be reported through a whistleblowing system. Reports are confidential and are examined with proper care. The Compliance Programme and the Anti-Corruption Policy are also supported by a due diligence process for screening business partners as well as a cyclic review and mapping of corruption risks. The mechanisms functioning within the Company comply with the *Standards recommended for the compliance management system on counteracting corruption and the whistleblower protection system* adopted by the Warsaw Stock Exchange. In order to comply with the current legal requirements regarding whistleblowing systems, Orange Polska closely monitors its legal environment and adjusts its internal procedures to the relevant legal regulations.

The Group is diligent in its approach to reporting financial results and its ongoing communication with the Polish and international investment community, as well as fulfilling its disclosure obligations. Key managers responsible for the financial, legal, regulatory and internal control functions review financial statements and make comments thereto at the Disclosure Committee. The purpose of the Committee's meetings is to ensure that financial disclosures are timely, exact, transparent, complete, and presented in accordance with all relevant laws, applicable regulations and recognised practices, as well as being properly representative of the financial and operational condition of both the Company and the Orange Polska Group. In 2023, the Disclosure Committee had four meetings. In addition, the Audit Committee reviews the financial disclosures of the Company and the Group before they are published.

The key elements of Orange Polska S.A.'s internal control and risk management system include the following procedures:

(1) An internal audit function, which functionally reports to the President of the Management Board. The internal audit programme is developed on the basis of, *inter alia*, the Company's key risks, and annually reviewed by the Audit Committee, which also analyses the Group's Internal Audit reports. In order to promote an appropriate independent outlook for the Internal Audit, decisions regarding the conclusion and termination of an employment contract with the Group Internal Audit Director as well as his evaluation and remuneration require an opinion of the Audit and Remuneration Committees. The Group Internal Audit Director attends all meetings of the Audit Committee.

(2) The Company conducts ongoing assessments of the quality of the risk management system and internal controls. This process includes identification and classification of Orange Polska S.A.'s financial and non-financial risks as well as verification of the effectiveness of the risk management system.

(3) Procedures have been implemented in order to identify, report and monitor significant risks (i.e. legal, regulatory, environmental, financial reporting and operational) effectively on an ongoing basis. It provides a framework for ongoing risk-controlling activities.

In 2024, the Management Board again completed a comprehensive assessment of the Group's internal controls over financial reporting. Any identified weaknesses were corrected. As a result of the assessment, the Management Board concluded that there were no weaknesses that would materially impact the internal control over the financial reporting at 31 December 2024.

In 2024, the Group established a separate Disclosure Committee for sustainability reporting. The Committee held the first meeting in 2024 and another one in January 2025. The Committee provides a forum for discussing sustainability reporting among the key managers and experts, including the Management Board Members responsible for this reporting, in order to provide quality assurance and compliance thereof.

(d) Indication of shareholders holding, directly or indirectly, significant batches of shares, including the number of shares held, the interest in the Share Capital, the corresponding number of votes and the percentage of the total voting power at the General Meeting

Please see section 6.4 above for the information about major shareholders.

(e) Indication of holders of any securities granting special control rights and description of such rights

The Company has not issued any securities granting any special control rights to shareholders or other entities.

(f) Indication of any restrictions concerning the exercise of the voting rights on shares, such as restriction of the voting rights to a certain percentage or number of votes or temporary restriction of the voting rights, or regulations according to which, in conjunction with the Company, the rights on securities are separated from the ownership of securities

The Company has not introduced any specific restrictions concerning the exercise of the voting rights on shares.

(g) Indication of any restrictions concerning transfer of ownership of the securities issued by Orange Polska S.A.

The transfer of ownership of the securities issued by the Company is not subject to any restrictions.

(h) Description of procedures for appointment and removal of managing persons as well as their rights, particularly the right to make decisions regarding the issuance or redemption of shares

Under the Articles of Association of the Company, the Management Board shall consist of between three and ten Members, including the President. They are appointed and removed by the Supervisory Board by a simple majority of the votes cast. Recommendations on the appointment of the new Members of the Management Board are made to the Supervisory Board by the Remuneration Committee thereof. Currently, the Management Board consists of eight Members, including the President. The term of office for the Member of the Management Board is three years. The Management Board's remit comprises the management of all aspects of the Company's affairs, with the exception of the matters which under the Polish Commercial Companies Code or the Articles of Association shall be within the competence of the General Meeting or the Supervisory Board. In particular, the powers of the Management Board include development of the Group's strategy and budget; establishment, transformation and liquidation of the Company's business units; and governance of the Group subsidiaries. Any decisions regarding the issuance or redemption of the Company's shares are exclusively within the competence of the General Meeting.

The powers of the Management Board are detailed in the Management Board by-laws, available at www.orange-ir.pl.

(i) Description of procedures for amending the Articles of Association or the deed of the company

Any amendment to the Articles of Association shall require a resolution of the General Meeting adopted by a majority of the three quarters of votes. Such amendments shall be presented to the Supervisory Board for its opinion and shall be submitted to the shareholders no later than 26 days before the date of the General Meeting.

(j) Rules of operation of the General Meeting and its major responsibilities, and description of the shareholders' rights and the way of exercise thereof, particularly the rules resulting from the General Meeting by-laws, if any, unless the information in this respect results directly from mandatory regulations

The General Meeting shall be convened by the Management Board or by the Supervisory Board, if the Management Board fails to convene it within the period set out by the law. The Annual General Meeting shall be held not later than six months after the end of each financial year. An Extraordinary General Meeting shall be convened in the cases set out in the law or the Articles of Association, as well as when the relevant bodies deem it necessary. Any matters to be resolved by the General Meeting shall first be presented by the Management Board to the Supervisory Board for its opinion.

The detailed scope of competence and the manner of operation of the General Meeting as well as the description of the shareholders' rights and the manner of exercising them are set out in the Articles of Association and the Regulations of the General Meeting, which are available at www.orange-ir.pl.

(k) Composition and changes thereof in the last financial year, and description of bodies that manage, supervise or administer Orange Polska S.A. and any committees thereof

I. Composition of the Management Board in 2024

- | | |
|----------------------|-------------------------------|
| 1. Liudmila Climoc | – President of the Board |
| 2. Jolanta Dudek | – Vice President of the Board |
| 3. Bożena Leśniewska | – Vice President of the Board |
| 4. Witold Drożdż | – Board Member |
| 5. Piotr Jaworski | – Board Member |
| 6. Jacek Kowalski | – Board Member |

7. Jacek Kunicki – Board Member
8. Maciej Nowohoński – Board Member

Profiles of the Management Board Members are available at the website of the Investor Relations of Orange Polska S.A.: <https://www.orange-ir.pl/corporate-governance/>.

II. Composition of the Supervisory Board and its Committees and changes thereof in 2024

Composition on 31 December 2024:

1. Maciej Witucki – Chairman of the Supervisory Board
2. Marie-Noëlle Jégo-Laveissière – Deputy Chairman of the Supervisory Board
3. Laurent Martinez – Deputy Chairman of the Supervisory Board
4. Marc Ricau – Board Member and Secretary
5. Philippe Béguin – Board Member
6. Bénédicte David – Board Member
7. Bartosz Dobrzyński – Independent Board Member
8. Clarisse Heriard Dubreuil – Board Member
9. John Russell Houlden – Independent Board Member and Chairman of the Audit Committee
10. Monika Nachyła – Independent Board Member
11. Maria Pasło-Wiśniewska PhD – Independent Board Member and Chairwoman of the Remuneration Committee
12. Adam Uszpolewicz – Independent Board Member
13. Jean-Marc Vignolles – Board Member and Chairman of the Strategy Committee
14. Etienne Vincens de Tapol – Board Member

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 the following persons expired: Philippe Béguin, Bénédicte David, Marie-Noëlle Jégo-Laveissière, Maria Pasło-Wiśniewska and Jean-Marc Vignolles.

On the same day, the Annual General Meeting appointed the following persons: Philippe Béguin, Bénédicte David, Marie-Noëlle Jégo-Laveissière, Maria Pasło-Wiśniewska, Adam Uszpolewicz and Jean-Marc Vignolles to the Supervisory Board for a new term of office.

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

In connection with the aforementioned resignation, on 19 July 2024, Etienne Vincens de Tapol was appointed by the Supervisory Board as its Member. The appointment was confirmed by the Extraordinary General Meeting on 21 November 2024.

As at 31 December 2024, Orange Polska had five independent Members on the Supervisory Board, namely Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD and Adam Uszpolewicz.

Composition of the Committees of the Supervisory Board on 31 December 2024:

The Audit Committee

1. John Russell Houlden – Chairman
2. Bartosz Dobrzyński
3. Monika Nachyła
4. Marc Ricau
5. Adam Uszpolewicz
6. Etienne Vincens de Tapol

The Audit Committee is chaired by John Russell Houlden, an independent Member of the Supervisory Board. He has relevant experience and qualifications in finance, accounting and audit.

In 2024, Adam Uszpolewicz was appointed to the Audit Committee, and Jean-Michel Thibaud was replaced Etienne Vincens de Tapol replaced.

The Remuneration Committee

1. Maria Pasło-Wiśniewska PhD – Chairwoman
2. Bénédicte David
3. Bartosz Dobrzyński
4. Marc Ricau

There were no changes in the composition of the Remuneration Committee in 2024.

The Strategy Committee

1. Jean-Marc Vignolles – Chairman
2. Philippe Béguin
3. Bénédicte David
4. Bartosz Dobrzyński
5. Monika Nachyła
6. Maria Pasło-Wiśniewska PhD
7. Wioletta Rosołowska (till 9 February 2024)

All Members of the Supervisory Board regularly participate in the meetings of the Strategy Committee on a permanent basis.

Below, is the list of the Members of Orange Polska Supervisory Board and Management Board together with the Annual General Meetings on which their mandates expire.

Management Board	Year of AGM
Liudmila Climoc - President of the Board	2026
Jolanta Dudek – Vice President	2027
Bożena Leśniewska – Vice President	2027
Witold Drożdż	2027
Piotr Jaworski	2027
Jacek Kowalski	2026
Jacek Kunicki	2026
Maciej Nowohoński	2026

Supervisory Board	Year of AGM
Maciej Witucki – Chairman	2025
Marie-Noëlle Jégo-Laveissière – Deputy Chairwoman	2027
Laurent Martinez – Deputy Chairman	2026
Marc Ricau – Secretary	2025
Philippe Béguin	2027
Bénédicte David	2027
Bartosz Dobrzyński	2025
Clarisse Heriard Dubreuil	2026
John Russell Houlden	2026
Monika Nachyła	2025
Maria Pasło-Wiśniewska	2027
Adam Uszpolewicz	2027
Jean-Marc Vignolles	2027
Etienne Vincens de Tapol	2027

III. Operations of the Management Board

The Management Board shall manage the Company's affairs, administer its assets and represent the Company towards third parties. The Members of the Management Board shall perform their duties in person. The operations of the Management Board shall be managed by its President. Meetings of the Management Board shall be chaired by the President of the Management Board or, in case of his absence, another Member of the Management Board designated by the President. Resolutions may be adopted if all Members of the Management Board have been duly notified about the meeting. Resolutions of the Management Board shall be adopted by an absolute majority of votes of all appointed Members of the Management Board. Individual Members of the Management Board shall manage the areas of the Company's operations assigned to them.

In particular, Management Board's resolutions are required in the following affairs of the Company:

- (1) formulation of the Company's strategies and approval of multiannual plans for development of its individual activity areas;
- (2) approval and update of the budget of the Company;
- (3) determining amounts of capital expenditures and sources of their financing;
- (4) contracting loans and other financial liabilities;
- (5) granting collaterals and guarantees;

- (6) Organisational Regulations of Orange Polska S.A.;
- (7) establishment, transformation and liquidation of the Company's organisational units as defined in the Organisational Regulations of Orange Polska S.A.;
- (8) rules for granting powers of attorney;
- (9) formulation of human resources and remuneration policies within the Company;
- (10) proposing motions to the Company's governing bodies in the situations set out in the Commercial Companies Code or the Company's Articles of Association;
- (11) adoption of annual standalone and consolidated financial statements and the Management Board's reports on the activity of the Company's and the Group and submitting those documents to the Supervisory Board within the required time limits;
- (12) proposing resolutions on distribution of profits or coverage of losses to the General Meeting;
- (13) formulation of rules of assets disposal;
- (14) the Company's property transformation and public trading in the Company's securities;
- (15) exercising corporate oversight over Orange Polska S.A.'s subsidiaries;
- (16) participation in other companies or legal entities, except for economic organisations and associations;
- (17) concluding and implementing agreements between the Company and the trade unions operating within it, except for the matters which fall within the competence of the managers of the Company's business entities;
- (18) negotiating and settling labour disputes;
- (19) rules for the appointment to top management positions, including terms of employment and amount of remuneration.

The President of the Management Board acting jointly with another Member of the Management Board shall be empowered to represent the Company.

The responsibilities and obligations of the Management Board are detailed in the Management Board by-laws, available at www.orange-ir.pl.

Management Board skills matrix

Name	Audit / Risks	Accounting / Finance / M&A	Executive Management	Legal / Compliance / Governance / Ethics	Cyber-security / Innovation & Technology	HR and Human Issues	Commerce / Marketing	ESG & Sustainable Growth (Climate & Environment)	Regulatory Environment	Communication & Investor Relations	Production/ Security / Supply Chain
Liudmila Cimoc											
Jolanta Dudek											
Bożena Leśniewska											
Witold Drożdż											
Piotr Jaworski											
Jacek Kowalski											
Jacek Kunicki											
Maciej Nowochoński											

IV. Operations of the Supervisory Board

The Supervisory Board shall consist of between nine and sixteen Members, including at least four independent Members. The Supervisory Board currently consists of fourteen Members, including five independent Members. The independent Members of the Supervisory Board shall satisfy the criteria set out for independent members of audit committees in the Act on statutory auditors, audit firms and public oversight, and the conditions set out in the Articles of Association. The independent Supervisory Board Members shall submit quarterly statements to confirm meeting the aforementioned criteria and conditions of independence. The Supervisory Board Members shall be appointed by the General Meeting (or, in exceptional cases specified in the Articles of Association, by the Supervisory Board). The term of office for the Member of the Supervisory Board is three years.

The Supervisory Board work shall be managed by the Chairman who shall have the duty to properly organise its work, in particular to convene the Supervisory Board 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 Supervisory Board. The Supervisory Board shall hold meetings at least once a quarter. The Management Board or a Member of the Supervisory Board may request a meeting of the Supervisory Board to be convened, specifying the proposed agenda for the meeting. The Chairman of the Supervisory Board shall convene the meeting within two weeks from the date of the motion. If the Chairman of the Supervisory Board fails to convene the meeting within two weeks from the date of the motion, the mover of the motion may convene the meeting himself, specifying the date, the place and the proposed agenda. The Supervisory Board may also hold meetings without formal convocation, if all members give their consent thereto and make no objections against putting certain issues on the agenda. The Supervisory Board shall adopt resolutions if at least half of its Members are present at the meeting and all Members have been invited. During the meeting, the Supervisory Board may also adopt resolutions on issues which are not put on the proposed meeting agenda, if none of the Supervisory Board Members participating in the meeting objects thereto. The Supervisory Board shall pass its resolutions by a simple majority of the votes cast. In the case of a tied vote, the Chairman shall have a casting vote. It is permissible to participate in a meeting of the Supervisory Board also using means of direct remote communication. Voting by the Supervisory Board shall be open. Members of the Supervisory Board may participate in adopting resolutions of the Supervisory Board by casting a vote in writing via another Member of the Supervisory Board. The Supervisory Board may adopt resolutions in a written form or by using means of direct remote communication. Such resolution shall be valid if all Members of the Supervisory Board have been informed about the content of a draft resolution and at least half of the Members of the Supervisory Board took part in the adoption of the resolution.

Although the Supervisory Board performs its tasks collectively, it delegates some of the work. The committees to which these tasks are delegated are described in subsequent paragraphs.

The Supervisory Board by-laws and the Terms of Reference of the Committees of the Supervisory Board are available at www.orange-ir.pl.

In particular, the Supervisory Board shall be responsible for the appointment of the Members of the Management Board and determining the terms and amount of their remuneration, the appointment of the Company's independent auditors, and the supervision of the Group's business. As part of its supervisory responsibilities, the Supervisory Board shall examine the Group's strategic plan and annual budget; monitor the Group's operating and financial performance; formulate opinions on incurring liabilities that exceed the equivalent of €100,000,000; formulate opinions on disposal of the Group's assets that exceed the equivalent of €100,000,000; evaluate annual financial statements of the Company, the Management Board's report on the activities of the Company and the Orange Polska Group, and motions of the Management Board regarding distribution of profits or covering of losses; state an opinion on motions submitted by or via the Management Board to the General Meeting; and submit to the General Meeting for approval an annual report of the Supervisory Board. The Supervisory Board shall also submit to the General Meeting the Report on the Remuneration of the Members of the Management Board and Supervisory Board in compliance with the Act on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies. In considering these matters, the Supervisory Board takes into account the social, environmental and ethical considerations that relate to the Group's business.

Furthermore, the Polish Accounting Act determines the responsibility of the Members of the Supervisory Board regarding the reliability and fair presentation of the Company's financial reporting.

Supervisory Board skills matrix

Name	Audit / Risks	Accounting / Finance / M&A	Executive Management	Legal / Compliance / Governance / Ethics	Cybersecurity / Innovation & Technology	HR and Human Issues	Commerce / Marketing	ESG & Sustainable Growth (Climate & Environment)	Regulatory Environment	Communication & Investor Relations	Production/ Security / Supply Chain
Maciej Witucki											
Marie-Noëlle Jégo-Laveissière											
Laurent Martinez											
Marc Ricau											
Philippe Béguin											
Bénédict David											
Bartosz Dobrzyński											
Clarisse Herliard Dubreuil											
John Russell Houlden											
Monika Nachyta											
dr Maria Pasło-Wiśniewska											
Adam Uszpolewicz											
Jean-Marc Vignolles											
Etienne Vincens de Tapol											

V. Operations of the Committees of the Supervisory Board

(A) The Audit Committee

The Audit Committee was established by a resolution of the Supervisory Board of 14 June 2002 as an advisory body to the Supervisory Board. The majority of the Audit Committee members, including its Chairman, meet the independence criteria set out in the Act on statutory auditors, audit firms and public oversight and the conditions set out in the Articles of Association. The Audit Committee shall meet at least on a quarterly basis before the publication of the Company's financial statements.

The key functions of the Audit Committee are specified in its Terms of Reference attached to the Supervisory Board by-laws and include but are not limited to:

- (1) monitoring the integrity of the financial information reported externally;
- (2) reviewing the Group's internal control and risk management systems;
- (3) reviewing plans for internal audit and internal audit reports;
- (4) reviewing and giving opinions on significant transactions with related parties;
- (5) recommending the selection and re-appointment of the audit firm;
- (6) monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit, and the auditors' work;
- (7) giving the Supervisory Board recommendations to ensure the faithful representation and relevance of the financial reporting process, including sustainability reporting, in the Company and the Group.

(B) The Remuneration Committee

The Remuneration Committee was established by a resolution of the Supervisory Board of 16 June 2004 as an advisory body to the Supervisory Board. A half of the Remuneration Committee members, including its Chairwoman, meet the independence criteria set out in the Act on statutory auditors, audit firms and public oversight and the conditions set out in the Articles of Association. The Remuneration Committee shall meet according to its preferences at least four times a year.

The Remuneration Committee's task is to advise the Supervisory Board and Management Board on the general remuneration and nomination policy of the Group, determining the terms of employment and remuneration (including the setting of objectives) of the Members of the Management Board and giving recommendations to the Supervisory Board regarding salaries and the amounts of variable pay for the Members of the Management Board.

(C) The Strategy Committee

The Strategy Committee was established by a resolution of the Supervisory Board of 15 June 2005 as an advisory body to the Supervisory Board. The Strategy Committee shall meet according to its schedule at least twice a year.

The tasks of the Strategy Committee include:

- (1) giving its opinions and recommendations to the Supervisory Board on the strategic plans set out by the Management Board, as well as on any further suggestions to strategic plans made by the Supervisory Board, in particular concerning key strategic decisions involved; and
- (2) consulting on all strategic projects related to the development of the Group, monitoring of the evolution of industrial partnerships within the Group and projects involving strategic agreements for the Group. It then reports and makes recommendations on each of these projects to the Supervisory Board.

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

- (1) strategic agreements, alliances, and technological and industrial co-operation agreements, including aspects of the Group's strategic partnership with Orange S.A.; and
- (2) significant acquisitions and sales of assets.

(I) Regarding the Audit Committee of the Orange Polska Supervisory Board

- (1) The following persons have stated that they meet the statutory criteria of independence: John Russell Houlden, Bartosz Dobrzyński, Monika Nachyła and Adam Uszpolewicz.
- (2) The following persons have stated that they have knowledge and skills in the area of accounting or auditing of financial statements: John Russell Houlden, Monika Nachyła, Adam Uszpolewicz and Etienne Vincens de Tapol.

- (3) The following persons have stated that they have knowledge and skills in the field of operations of Orange Polska, indicating the respective ways in which they have acquired such knowledge and skills: John Russell Houlden, Bartosz Dobrzyński, Monika Nachyła, Marc Ricau, Adam Uszpolewicz and Etienne Vincens de Tapol.

The profiles of the members of the Audit Committee, validating the aforementioned skills, are presented below.

John Russell Houlden gained extensive experience in accounting and audit in a variety of financial roles in Spicer & Oppenheim (now part of Deloitte), ICI and BT. Next, he served as Finance Director of Lovells (2002 to 2008), Chief Financial Officer of Telecom New Zealand (2008 to 2010) and Chief Financial Officer of the United Utilities Group (2010 to 2020). From 2011 to 2013 he was a member of the UK Government's Ecosystem Markets Task Force, and from 2014 to 2020 he was also the Chairman of the Financial Reporting Committee of the '100 Group' (which represents the collective views of FTSE 100 companies to the IASB, ESMA and other regulatory bodies). From 2020 to 2022 he was the Chairman of the Audit Committee of Babcock International Group (an FTSE 250 company), and from 2022 to date he has been an Operating Partner of Corsair Infrastructure and a Non-executive Director of Yorkshire Water. John Russell Houlden has a first class honours degree from Warwick Business School and has completed executive programmes at INSEAD, Stanford and London Business School. He is a Fellow of the Chartered Institute of Management Accountants, a Chartered Global Management Accountant and a Fellow of the Association of Corporate Treasurers. His contributions have been recognised with various awards, including NW Finance Director of the Year in 2013 and 2014, Joint Winner of "Excellence in Reporting" in the Building Public Trust Awards 2015 and Winner of "Communicating Integrated Thinking" in the Finance For The Future Awards 2016.

Monika Nachyła is a non-executive director with many years of international, C-suite experience in the areas of private equity, investor relations, ESG and sustainability, operational financial management and strategy development. She is a graduate of the Warsaw School of Economics. She holds also post-graduate diplomas in social psychology and agriculture. Between 1995 and 2000, she held the position of CFO at Sanofi-Synthelabo, greatly contributing to its success as one of the major players in the pharmaceutical market in Poland. From 2000 to 2011, she was active in the private equity sector. As the Vice President for Portfolio & Fund Operations of Innova Capital she supervised its portfolio companies. Subsequently, as the Partner in charge of Investor Relations at Enterprise Investors, she was responsible for fundraising and investor relations.

In 2011, she joined the Supervisory Board of one of the leading Polish banks BGŻ (currently BNP Paribas) as a non-executive director of the Supervisory Board and the Audit Committee. From 2013 to 2015, she served as the Vice President of BGŻ Management Board responsible for the strategy and development. Since May 2017, she has been a Partner at Abris Capital Partners, a private equity fund manager investing in Central Europe, where she has been responsible for investor relations, public relations, ESG and supervision of selected portfolio companies. She acted as a non-executive director of multiple supervisory boards (BGŻ BNP Paribas, Allianz Polska, Euler Hermes Polska, Mykogen). At present, she serves as a member of the Supervisory Board of Graal and the Chairwoman of the Supervisory Board of Velvet Care. In addition, she is a member of the ESG Committee at the Polish Private Equity and Venture Capital Association.

Adam Uszpolewicz is a senior executive with over 30 years of experience in financial markets, including insurance, asset management, banking, and consulting services, both in Poland and internationally. He has held CEO roles for over 20 years. He sat in supervisory boards of various insurance and investment companies, particularly in Poland, Luxembourg, France, Turkey and Lithuania. His professional career began at Price Waterhouse, where he provided audit and management consulting services to international financial institutions in Poland and the UK. Subsequently, he served as Business Development Director at GE Capital, overseeing M&A activities in Central and Eastern Europe. From 1999 to 2006, he worked for the insurance group Nationwide as its CEO in Poland and later as head of the European business for numerous markets. From 2007 to 2022, he worked for Aviva in Poland, the UK and Singapore. Initially, he served as Aviva Poland's CEO from 2007 to 2008.

Subsequently, from 2009 to 2013, he worked within Aviva's international structures, where his responsibilities included business development and marketing in European and Asian markets. In 2013, he was reappointed as CEO of Aviva Poland. He graduated from the University of Copenhagen and holds an ACCA certificate. He is a Member of the Business Council at the British Chambers of Commerce. Currently, he serves as an advisor at the British Polish Chamber of Commerce, sits on the Supervisory Board of the WWF Polska Foundation and holds the position of Chairman of the Audit Committee of the Supervisory Board at the largest Polish insurer PZU S.A.

Etienne Vincens de Tapol has been serving as the Chief Financial Strategy Officer at Orange Europe since July 2024. He oversees finance, strategy, business development, audit & control, and transformational initiatives across multiple European markets. His career includes key executive roles, such as Chief Strategy Officer at Orange France, where he led financial and infrastructure strategies, and Chief IT Officer (CIO) and Deputy Chief Technical Officer (CTO) at Orange Jordan, where he rolled-out mobile and FTTH networks. His expertise extends to procurement, having served as Senior VP at BuyIn, the procurement JV of Deutsche Telekom and Orange. Etienne holds a master's degree in international purchasing from Bordeaux Kedge Business School and an engineering degree in biotechnologies. He joined the Orange Group in 1998 at Cofratel (now part of Orange Direction Enterprise France).

Bartosz Dobrzyński started his professional career as a journalist in the mid 1990s before moving to marketing roles. He spent over twenty years in the telecommunication sector with the most notable position as the Head of Consumer Propositions at Orange Polska (2001-2008) and later as CMO and Member of the Management Board of Play (2008-2018). During his tenure, Play, starting from scratch, became one of the leading operators in the mobile market. He is the Independent Member of the Supervisory Board and Member of the Strategy and Remuneration Committees. After leaving Play, he was involved in advising various companies and start-ups in the fields of business models and marketing. He graduated from Warsaw University (journalism, MBA) and IESE Barcelona (Advanced Management Program).

Marc Ricau has been working in the France Telecom (Orange) Group since 1986. He is a graduate of IEP (Sciences Po Paris) and ENSPTT School, and has a master degree in statistical and software techniques. During his professional career in telecommunications he served in various positions both abroad (as managing director of FCR consulting in Mexico) and in France, mainly in sales and customer service, but also finance and network management. He joined Orange AMEA (Africa, Middle East and Asia) in 2009 as Country and Partnerships Vice-President for the zone. He served as a Member of Supervisory Boards of several subsidiaries in Africa (Orange Mali, Orange Guinea, Orange Niger, Orange Bissau and Sonatel Multimedia) until early 2013. He was also responsible for the development of new projects and businesses, mainly focused on improving the daily life of population in developing African countries, particularly in the areas of telco services in agriculture, health, education and entrepreneurship. In October 2012, Marc Ricau joined the Orange Europe Division as Vice-President of Poland Operations and simultaneously became a Member and Secretary of the Supervisory Board as well as a member of the Audit Committee and Remuneration Committee of Orange Polska S.A. In July 2015 he was also appointed a Member of the Management Board of Orange Slovensko a.s., and in June 2017 he was appointed a Member of the Supervisory Board of the Company. He is also a Member of the Board of Directors of Nadacia Orange (Orange Foundation) in Slovakia.

- (4) In 2024, the Audit Committee Members participated in training, organised by Orange Polska, on sustainability development and the related new reporting regulations, which was confirmed with an ESG knowledge test.
- (5) An audit firm auditing the financial statements of Orange Polska, i.e. KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k., provided authorised non-audit services to the Company. Therefore, Orange Polska assessed the independence of the audit firm and the Audit Committee approved the provision of the services.

- (6) The key elements of the audit firm selection policy and the policy for provision of authorised non-audit services by an audit firm conducting the audit, entities affiliated with that audit firm or a member of their networks:
1. The body authorised to select an audit firm is the Supervisory Board of Orange Polska. The Supervisory Board shall make the selection based on a prior recommendation of the Audit Committee.
 2. The Audit Committee in its recommendation shall:
 - indicate the audit firm which it proposes to entrust with the audit;
 - state that the recommendation is free from third party influence;
 - state that the Company has not entered into any agreements containing clauses that restrict the ability of the Supervisory Board to select an audit firm for the purposes of the statutory audit of the Company's financial statements to certain categories or lists of audit firms.
 3. Where the selection of an audit firm does not concern the extension of an audit agreement, the recommendation of the Audit Committee shall:
 - contain at least two options for selecting an audit firm with justification, indicating the Audit Committee's justified preference for one of them;
 - be drawn up according to the selection procedure specified below.
 4. Selection Procedure
 - 4.1. The Company shall invite any audit firms to submit proposals for provision of the audit service, provided that:
 - it does not infringe the principle that after the expiry of the maximum duration of engagement, neither the statutory auditor or the audit firm nor, where applicable, any members of their networks within the European Union shall undertake the audit of the Company within the following four-year period;
 - the organisation of the tender procedure does not preclude the participation in the selection procedure of firms which received less than 15% of the total audit fees from public-interest entities in the Member State of the European Union concerned in the previous calendar year, included in the list of audit firms that carried out statutory audits in public-interest entities during the preceding year.
 - 4.2. The Company shall prepare the tender dossier for the attention of the invited audit firms, which shall contain transparent and non-discriminatory selection criteria to be used by the Company to evaluate the proposals made by audit firms.
 - 4.3. The Company shall evaluate the proposals made by audit firms in accordance with the selection criteria defined in the tender dossier.
 - 4.4. The Audit Committee shall discuss with the audit firm, upon its request, the threats to its independence and the safeguards to mitigate those threats, as documented by the audit firm. The audit firm shall confirm annually in writing to the Audit Committee that the statutory auditor, the audit firm as well as its partners, senior managers and managers conducting the statutory audit are independent from the audited company.
 5. The Company has the right to grant a further engagement referred to in Article 17(6) of the Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 – based on the consent of the Financial Supervisory Authority.
 6. In the course of the selection procedure, the Supervisory Board shall account for the experience of the audit team in auditing financial statements of companies, including those listed on the stock exchange, as well as competences and financial criteria.

7. The selection decision shall be taken with the consideration of the principles of impartiality and independence of the audit firm as well as the analysis of the work performed by the latter in the Company that go beyond the scope of the audit in order to avoid any conflict of interest.
 8. If the decision of the Supervisory Board regarding the selection of an audit firm departs from the recommendation of the Audit Committee, the Supervisory Board shall justify in writing the reasons for not following the recommendation of the Audit Committee and submit such justification to the General Meeting.
- (7) The recommendation for selecting KPMG Audyt spółka z ograniczoną odpowiedzialnością sp.k. to audit financial statements complied with the mandatory legal provisions and the audit firm selection policy and procedures at Orange Polska.
- (8) The Audit Committee held six meetings in 2024.