

## **REPORT**

### **on the 2025 activities of the Audit Committee of the Orange Polska S.A. Supervisory Board**

The Audit Committee was established by virtue of the resolution of the Supervisory Board no. 324/V/2002 dated 14 June 2002 regarding the establishment of the Audit Committee as a consultative body acting under the Supervisory Board.

The role of the Committee is to review the integrity of the financial and sustainable development information reported externally, the independence and objectivity of the external auditors of Orange Polska (the “Company”, “OPL”) and Orange Polska Group (the “Group”), the nature and scope of the audit and the auditors' work as well as internal audit, internal control and risk management systems and significant transactions with related parties, and to advise the Supervisory Board on these issues as appropriate.

#### **Audit Committee members**

1. John Russell Houlden – Chairman (Independent Board Member)
2. Monika Nachyła (Independent Board Member)
3. Adam Uszpolewicz (Independent Board Member)
4. Marc Ricau
5. Etienne Vincens de Tapol
6. Bartosz Dobrzyński (Independent Board Member) - until 17 April 2025

The Committee is chaired by Mr. John Russell Houlden, an Independent Director of the Supervisory Board. He has relevant experience and/or qualifications in finance, accounting and audit. Other Independent Directors of the Committee are Monika Nachyła and Adam Uszpolewicz.

#### **CORPORATE GOVERNANCE**

##### **Letter from the Chairman of the Audit Committee**

Dear Shareholder,

I am pleased to attach the report on the activities of the Audit Committee over the past 12 months.

The Audit Committee was closely involved in the assessment of the impact and response of the Group to significant international as well as domestic events and changes, including changes in the regulations, and the telecommunications market as well as the prospects for mitigating climate change and limiting its effects.

Sustainable development of the Group by way of finding the right balance between short-term financial results and environment, social and governance matters (ESG), with the objective of ensuring the long term success of the Group, is of key importance to investors. The Audit Committee will continue monitoring the sustainable development of the Group and its sustainability reporting in subsequent years.

In 2025, the Audit Committee monitored the market’s response to the new sustainability reporting standards which became obligatory in the European Union from 2024 and the Group’s preparation of the first sustainability statement for 2024 issued early 2025. The Audit Committee monitored the process for identification of risks and the valuation of their impact on the Group, as well as actions undertaken by the Management Board in response to those risks, and proper disclosures in the financial statements as well

as in the sustainability statement for 2025 in that regard. The Company is proud to have been recognised with distinction in the prestigious competition for sustainable development reports.

Since one of the main responsibilities of the Audit Committee is to ensure proper financial reporting by the Company and the Group, the Audit Committee reviewed all significant accounting interpretations, judgements and estimates proposed by Management.

The Audit Committee was also involved in reviewing internal control, compliance and risk management. In particular, the Audit Committee worked to ensure the independence of the external auditor auditing financial statements and giving limited assurance for the sustainability statement and the internal audit team. The Audit Committee also had private meetings with the external auditor, KPMG, and the Company's Internal Audit Director to give them an opportunity to discuss any issues which may have arisen in their interactions with Management.

The Audit Committee monitored the quality of the auditor's work using a developed set of Audit Quality Indicators. Based on the positive assessment of the auditor's works, the Audit Committee decided to give a positive opinion to the Supervisory Board on prolongation of KPMG's mandate to audit the financial statements and to give limited assurance on the sustainability statements for 2026 and 2027.

Last, but not least, the Independent Directors on the Audit Committee reviewed and, when necessary, challenged the terms of significant transactions with related parties including, in particular, the majority shareholder, Orange S.A. and Atlas Services Belgium S.A.

Further details of the activities of the Audit Committee are presented below.

By April 2026, I will have served for Orange Polska (and its shareholders) as Audit Committee Chairman for twelve years. In view of the importance of the Independence, I will therefore be retiring from this role. I would like to thank you for your support over the last 12 years and to wish the Group every success for the future.

### **Russ Houlden**

Chairman of the Audit Committee

### **Main responsibilities of the committee**

The key functions of the Audit Committee are specified in its Terms of Reference attached to the Regulations of the Supervisory Board. These key functions include but are not limited to (i) monitoring the integrity of the financial and sustainability information reported externally, (ii) reviewing the Group's internal control and risk management systems, (iii) reviewing plans for internal audit and their reports, (iv) reviewing and giving opinions on significant transactions with related parties, (v) recommending the selection and re-appointment of an audit firm or firms for review of financial statements and sustainability statement, (vi) monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit and monitoring the auditors' work, (vii) giving the Supervisory Board recommendations to ensure the faithful representation and relevance of the financial and sustainability reporting process and information published by the Company and the Group.

The Committee must consist of at least three members, the majority of whom, including the Chairman, are independent of the Company. The Audit Committee must meet (physically or virtually) at least on a quarterly basis before the publication of the financial statements.

The Audit Committee held six scheduled and two ad hoc meetings in 2025. The meetings were generally attended by the Chief Executive Officer, Chief Financial Officer as well as Internal Audit Director and representatives of the Company's external auditor, KPMG. Other members of the Management Board, Executive Directors and other managers and invited guests attended the meetings when appropriate.

### **General approach to monitoring the financial as well as sustainability reporting processes**

As required by law, the Audit Committee monitored the process of financial and sustainability reporting. The goal of the Audit Committee was to assess and provide advice to the Supervisory Board on whether, taken as a whole, the financial statements as well as the Management report on the Company's operations

including the sustainability statement secured faithful representation and relevance of the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

The Audit Committee monitored preparation of the Management Report for 2025 in the new form of an integrated report. The new approach allowed the Group to avoid double reporting (i.e. separately creating Management's report on operations at the beginning of the year and, a few months later, an integrated report). It also made the Management's report on operations clearer and more user-friendly for readers.

The Audit Committee reviewed the quarterly and annual financial statements as well as the annual sustainability statement. The Committee also reviewed Orange Polska Group's strategic plan, including sustainable development strategy, as well as budgets. The aim of this review was to ensure that the key messages being followed in the annual and periodic reports were aligned with the Company's position, performance and strategy and that the narrative sections of the reports were consistent with the financial statements and sustainability statement.

In order to assess that the reports and the financial statements secured faithful representation and relevance of the information, the Audit Committee also reviewed reports on financial performance of the Company, accounting policies and procedures, accounting estimates and judgments, one-off items as well as market guidance and Orange Polska Group's performance against the budget and other information with the aim of assessing the Company's position and performance. The Audit Committee was satisfied that all the key events and issues which had been reported by the Management Board during the year, both good and bad, had been adequately referenced or reflected within the annual report.

The Audit Committee also monitors the key processes as well as controls in those processes to identify, value, evidence and report proper disclosures required by the European Sustainability Reporting Standards (ESRS) and EU Taxonomy regulations. The Audit Committee monitors the results of internal audit of selected processes.

The external auditor regularly participated in the meetings of the Audit Committee and gave its view on issues significant from an accounting perspective as they arose during the year. Subsequently, the auditor presented, and the Audit Committee reviewed and where appropriate discussed with the auditor, the additional report prepared as required by the Regulation (EU) No 537/2014 of the European Parliament and of the Council. The Audit Committee monitored and where appropriate discussed issues arising during the assurance work of that auditor in relation to sustainability reporting.

### **Our approach to monitoring the performance of the external auditor**

The Audit Committee is responsible for the relationship with the external auditor and that role involves examining the effectiveness of the audit process as well as the independence of the auditor. The year 2025 was the fifth year of KPMG being the auditor of the Orange Polska Group and the second year of KPMG giving limited assurance of the sustainability statement of the Group.

The Audit Committee reviewed the external auditor's proposed audit plan for 2025 including key auditing matters to focus on, the materiality level set for audit testing and schedule of planned works and reporting along with planned interactions with the Audit Committee. Subsequently, the Audit Committee reviewed and discussed the auditor's recommendations, observations and comments on key areas requiring special consideration, while also taking into account the views of the management on those issues. Key auditing personnel participated in the meetings of the Audit Committee to allow for discussion of all issues as they arose during the year. Also, private meetings with the auditor were held by the Audit Committee to ensure open and transparent discussion between the auditor and the Audit Committee without the presence of the Management Board. The Audit Committee monitored the progress of the audit and its quality against the audit plan throughout the year.

In order to assess the performance and independence of the auditor as well as generally the relationship with the auditor, feedback on the auditor is collected from all members of the Audit Committee, the Management Board, key members of the senior management team and those who have regular contact with the auditor. The feedback on the auditor was collated and presented to the Audit Committee

in April 2025. The Audit Committee regularly asked the auditor for its feedback on the co-operation with the Company. The feedback was generally positive and the Audit Committee concluded that the co-operation was good with no major issues requiring special attention.

To enhance the process of monitoring of the audit, the Audit Committee monitored the quality of audit through a set of Audit Quality Indicators (AQIs) agreed between the Audit Committee, auditors and Management.

The Audit Committee asked KPMG to share the findings of the Polish Agency for Audit Supervision (PANA) issued as a result of their assessment of the quality of selected past audits by KPMG in Poland. The Audit Committee discussed with KPMG the preliminary findings of PANA, as the final conclusions would be available later in the year. The Audit Committee acknowledged that the preliminary findings of PANA had been analysed internally by KPMG and were not considered material.

The Audit Committee would prefer PANA to disclose publicly more information in relation to its assessment of the quality of audits performed by each audit firm in Poland and was involved in discussions with PANA and Ministry of Finance as to the scope of such disclosures including on amendments to the Act on Auditors and Auditor Supervision which would facilitate such disclosure.

As far as the assurance of the sustainability statement is concerned, 2025 is the second year of obligatory independent assurance of sustainability statements which is a limited assurance. In the future a reasonable assurance will be required. The Audit Committee monitored KPMG's work regularly and discussed all points raised by the auditor.

In summary, the Audit Committee concluded that the overall external audit process and services were effective and met the Group's high audit quality requirements. Based on the positive assessment of works related to the audit of financial statements and assurance of the sustainability statement, the Audit Committee recommended prolongation of the audit and assurance agreements with KPMG. The auditor confirmed its independence and lack of risks related to the continuity and quality of 2026-2027 audit and limited assurance.

### **Our approach to assessing the independence of the external auditor**

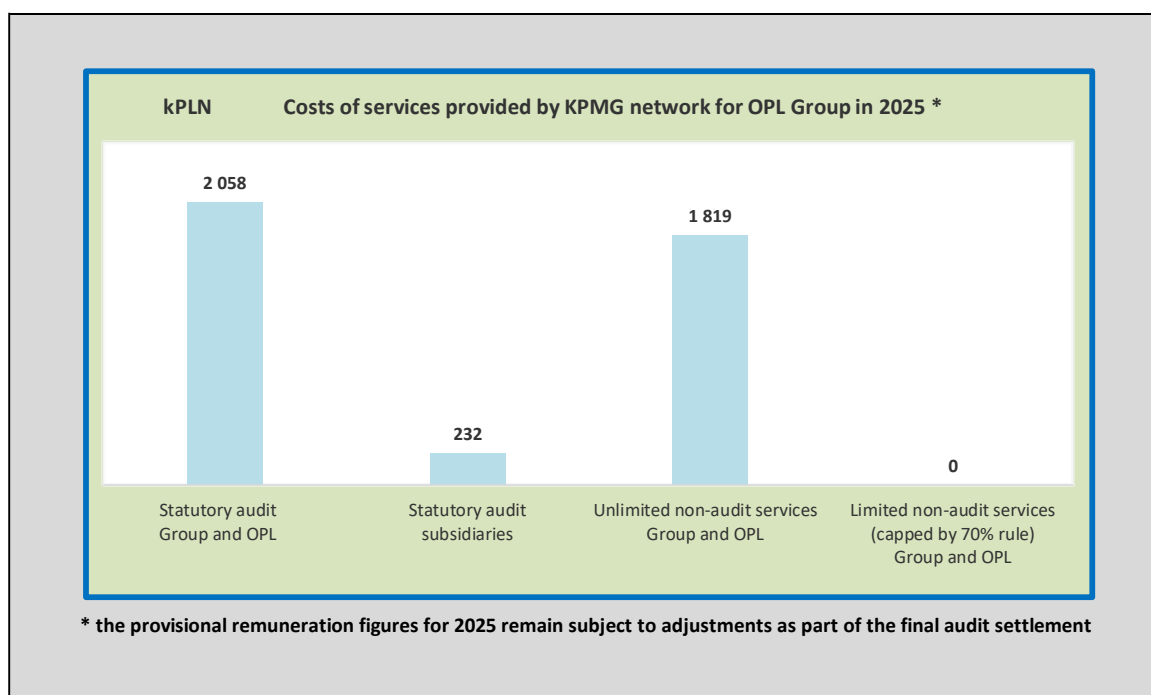
There are several aspects to auditor independence that the Audit Committee monitors to ensure the external auditor remains independent of the Company.

First, in assessing the independence of the auditor from the Company, the Audit Committee takes into account the information and assurances provided by the auditor. The Audit Committee received the auditor's statement on independence made in accordance with the Polish Act on Auditors of 11 May 2017 (Polish Audit Act) and the Regulation (EU) No 537/2014 of the European Parliament and of the Council (Audit Regulation).

Second, the Audit Committee reviews the proportion of the value of non-audit services rendered by the auditor or its affiliated entities and the audit fees. As required by law, the Company has a Policy on the provision of authorised non-audit services by the audit firm and its affiliated entities. Following the Policy, all authorised non-audit services should be approved in advance by the Audit Committee taking into account their potential influence on the independence of the auditor. According to the relevant law as well as the Policy, authorised non-audit services, not required by law, are subject to a fee cap of no more than 70% of the average annual statutory audit fee for the three consecutive financial years preceding the year in which the cap will apply. The 70% rule has been applicable since 17 June 2016 under the Audit Regulation. Management provides the Audit Committee with information on the value of limited non-audit services (i.e. not required by law), compared to the average statutory audit fee presenting data for the previous three years. Limited non-audit services provided by KPMG were 0% of the average audit fee of the last three years (PLN 2,457 thousand).

The calculation of the ratio for 2025 was prepared based on the interpretation of the Article 4.2 of the EU Regulation 537/2014 issued in December 2024 by Ministry of Finance. According to this interpretation, the scope of non-audit services which are subject to 70% ratio should be narrower i.e. services which are required by EU or national legislation to be performed by the auditor not only for Orange Polska purposes but also for Orange S.A. purposes, should be neutral in the calculation of the ratio (i.e. excluded

from the calculation). Consequently, services related to the Orange S.A. Group reporting are not included in the 70% ratio calculation in 2025 as they are rendered for the purpose of the audit or review of Orange S.A. Group financial statements, which are required by EU law.



The policy on the selection of the statutory auditor of the financial statements was updated in 2025. The update of those policies resulted mostly from the introduction of the provisions of the EU Corporate Sustainability Reporting Directive into Polish law.

Third, the feedback questionnaire referred to in the previous section included questions relating to the independence of the audit firm and individuals in the audit staff. There was no indication of a threat to the auditor's independence observed and reported by the respondents.

Considering all aspects described above the Audit Committee was satisfied with the auditor's independence.

### Significant issues considered by the Audit Committee in relation to the financial statements

In relation to the Group's financial statements, the Audit Committee focused on the following areas:

- 1) processes for risk management including identification and valuation of new or increased risks, monitoring of risks and impact of risks on financial reporting (disclosures and valuations)
- 2) controls over projects, investments and contracts' profitability throughout their implementation
- 3) controls over subsidiaries
- 4) liquidity of the Group
- 5) impairment testing
- 6) review of the Economic Useful Life of assets
- 7) valuation and disclosure of the key risks including tax related risks, claims and litigation
- 8) review of any other accounting approaches, judgments, estimates and disclosures related to significant transactions including M&A transactions
- 9) review of revenue recognition policies
- 10) review of leasing recognition policies
- 11) valuation of leased assets and liabilities, including lease contracts signed for an indefinite period
- 12) disclosure regarding the impact of climate change on the financial statements, reflecting connectivity between sustainability and financial reporting
- 13) electronic financial reporting in the consolidated financial statements
- 14) monitoring of the post-balance-sheet events

15) required procedures to publish the audited 2025 financial statements and Management's Report on Operations after publication of annual results.

### **Significant matters considered by the Audit Committee in relation to the sustainability reporting**

In relation to the Group's sustainability statement, the Audit Committee focused on:

- 1) completeness and quality of disclosures required by the European Sustainability Reporting Standards (ESRS) and EU Taxonomy, including market benchmarks based on 2024 sustainability statements
- 2) double materiality analysis and identification and valuation of ESG matters key for the sustainable development of the Group and its value chain as well as policies, actions, targets, metrics and measures related to them
- 3) internal controls over the sustainability statement preparation process
- 4) internal audit of matters related to sustainable development and reporting
- 5) assurance of the sustainability statement.

### **Internal control over financial and sustainability reporting processes**

Management implements internal controls at various levels of the organisation. The scope of these controls includes, but is not limited to, transactional level controls, line managers' or corporate reviews, trend analysis, reconciliation controls and entity level controls.

The Company continuously monitors the evolution of the control environment. It ensures that all significant changes are sufficiently controlled and any identified deficiencies in the internal control over the financial reporting system are addressed with action plans. On a quarterly basis, the system is monitored in a self-assessment tool implemented by the Company and, in addition, senior managers certify the effectiveness of the internal controls over financial reporting in their areas of responsibility. The controls are subject to annual testing by the internal control team and both internal and external auditors, and the results are reported to the Audit Committee.

The Audit Committee received reports from Management on the internal control over the financial reporting system and monitored the appropriateness of the "control culture" as well as the way risks were identified, managed and disclosed. The Committee also reviewed reports from Management on implementation of actions in response to comments on internal controls from the internal and external auditors. In addition, the Audit Committee received assurance from Management after completion of a yearly comprehensive assessment of Orange Polska Group's internal controls over financial reporting. All deficiencies identified were corrected or appropriate action points adopted.

In 2025, after delisting of Orange S.A. from NYSE, the Management reviewed the system of internal controls in the Group. At the same time, the auditor revised their audit approach to internal controls. The Audit Committee monitored the status of implementation of the changes to make sure that they appropriately impacted quality of financial reporting and its audit.

Management concluded that there were no weaknesses that would materially impact internal control over financial reporting in the year ended 31 December 2025 and the Audit Committee was satisfied that Management's conclusion was reasonable in light of the reports it had received.

The same approach was adopted to the implementation of the internal control system over the sustainability statement. The Audit Committee monitored its implementation as well as the effectiveness of the functioning of internal controls in this area, including controls over calculation of energy volumes and GHG (greenhouse gas) emissions. In particular, the Audit Committee monitored the results of internal audit of selected processes and all deficiencies or errors identified and their corrections.

In 2025, the auditor did not rely on internal controls of the Group in the limited assurance of the sustainability statement therefore the auditor did not report on the internal control system over the sustainability statement to the Audit Committee.

### Operation and effectiveness of the Internal Audit function

The Internal Audit function provides the Audit Committee, the Management Board and senior management with independent and objective assurance and advice on governance, risk management and internal control. It assists the organisation in reaching its objectives by systematically and methodically evaluating its processes, risk management and internal control system.

In addition to reviewing the effectiveness of these areas and reporting on aspects of the Orange Polska Group's compliance with them, Internal Audit makes recommendations to address any key issues and improve processes. Once any recommendations are agreed with management, Internal Audit monitors their implementation and reports to the Audit Committee on progress made on a regular basis.

Internal Audit considers all the Group's activities and reports to the Audit Committee and to the Management Board President. The Director of Internal Audit attends all scheduled meetings of the Audit Committee and has the power to raise any matters with the members of the Committee, without the presence of management.

Internal Audit responsibilities are clearly defined and approved as stated in the Internal Audit Charter which is reviewed and approved annually by the Audit Committee. The Internal Audit function acts objectively, with integrity, and in conformity with the International Professional Practices Framework of the Institute of Internal Auditors (IIA). Internal Audit plans are drawn up annually and take account of risk assessment, changing business needs and issues raised by management; the plans follow-up on prior audit findings and incorporate cyclical review planning. The approach builds reserved hours into the plan for ad-hoc, specially requested audits, and for urgent audit issues that arise throughout the year. The Internal Audit team can be augmented with co-sourced external resources and expertise as needed to ensure adequate capacity for delivering the annual audit plan while maintaining the independence of these partners throughout their work. The annual plan of Internal Audit is submitted for review and opinion by the Audit Committee. Progress is monitored against the annual Internal Audit plan and is regularly reported to the Audit Committee.

In the course of its work, the Internal Audit function also liaises with the statutory auditor, discussing relevant aspects of their respective activities and assisting them in internal control testing which ultimately supports the assurance provided to the Audit Committee and management.

The effectiveness of Internal Audit is monitored using the quality assurance and improvement programme which comprises internal assessment activities and annual external assessment by IFACI - l'Institut Francais de l'Audit et du Controle Interne (the French Chapter of the IIA). Following the assessment carried out in 2024, Orange Polska's Internal Audit renewed its IIA certification from IFACI.

The Audit Committee reviews the annual plan of Internal Audit, its budget and progress reports. The Committee monitors the periodic reporting on internal audit actions and findings and responsiveness of management to Internal Audit recommendations.

The Audit Committee is pleased to report that 97% of all audit actions have been completed on time for the last three years, with the timeliness of implementation for individual years being between 95% and 99%.

In addition, the Committee meets privately with the Director of Internal Audit and reviews the independence of the Internal Audit process.

### Risk management

The Audit Committee monitors the effectiveness of the risk management system. An updated report on the system's design and operation was reviewed by the Audit Committee.

Risks are identified within all relevant business units. The risks which are perceived by members of the Management Board or by Executive Directors as most significant for Orange Polska operations are qualified as top risks. In addition to top risks, emerging risks which may become top risks in the longer term are also identified. Updated reviews of top risks and emerging risks are reported to and assessed by the Supervisory Board once a year. All risks are grouped into clusters (risks of similar nature) to ensure consistent and effective risk management across all business units in OPL.

The top risk analysis is considered in the preparation of the annual Internal Audit plan. The plan addresses different aspects of top risks. The plan is submitted to the President of the Management Board for her approval and then to the Audit Committee for its review.

### Compliance

Matters related to the implementation of the Compliance Programme are reported to the Audit Committee in the following areas: ethics, general compliance with laws and regulations, anti-fraud, non-telco fraud, security, due diligence regarding human rights and environment policy and anti-corruption. As part of its periodic reports, the Compliance area informs the Audit Committee about activities carried out, including, among others, the corruption risk map, due diligence on new contracting partners, communication and training activities and results of inspections including those initiated as a result of whistleblowing and information received through other dedicated channels. Orange Polska actively cooperates with the Orange Group Compliance team sharing good practice and maintaining the Orange Group's anti-corruption standards.

The Compliance Programme in Orange Polska encompasses the Company's obligations to act in accordance with the law, regulations, applicable market and industry standards, as well as ethical principles, both in dealings with clients and business partners and between employees. One of the key elements of the Compliance Programme is the Anti-Corruption Policy, through which the Company adopts a zero-tolerance approach towards corruption and influence peddling regarding every aspect of its activities. The correct application of Anti-Corruption Policy rules is supported by internal regulations with detailed guidelines on the prevention of corruption aimed at identifying and effectively preventing irregularities. Both documents were reviewed and updated in 2025 to reflect the Group's evolving best practices.

Orange Polska also applies due diligence procedures in relationships with its business partners to guard against the risks of corruption, non-compliance with economic sanctions, money laundering, terrorism financing and fraud,

To prevent and control conflict of interest at Orange Polska, dedicated regulations are applied within the Company.

The Orange Polska Compliance team provides continuous information and training to build employees' awareness and knowledge. If a problematic situation arises, employees can access ongoing consultation, advice and opinions. The Audit Committee reviews the summary on the Compliance Programme on an annual basis. No major issue was identified in 2025.

### Fraud

In the Company there is a fraud prevention control environment deployed and promoted through the provisions of the Fraud Prevention Policy. The Company does not tolerate fraud and there are control mechanisms implemented to mitigate exposure to fraud risks. Suspicions on abuses are verified and when necessary submitted to relevant authorities. The implemented tools and controls allow for the detection of frauds.

Orange Polska operates a 'risk based approach to fraud' i.e. identified risks are discussed and confirmed with business owners on an annual basis. Results are presented as the Fraud Risk Map. Additionally to mitigate non-telco fraud risk, red flags and list of controls which address risks in specific areas are defined and subject to review and assessment.

All of the above actions ensure monitoring of fraud risks and control enhancement, incident management, conducting investigations and reporting financial impact of fraud incidents. Due to preventive actions taken the fraud was reduced over the last five years. The Audit Committee reviews the summary of fraud incidents on an annual basis. No major issue was identified in 2025.

### Whistleblowing

The Company provides different channels of communications where all employees and stakeholders can, either anonymously or openly, without fear of negative consequences, report their doubts, observed irregularities or violations of applicable laws, among others, potential criminal offenses and

misdeemeanours, employee dishonesty and unethical conduct, violations of applicable laws and regulations, breaches of the internal procedures within Orange Polska Capital Group.

All such notifications are treated confidentially and examined and addressed diligently. The Audit Committee reviews the summary of cases reported through the whistleblowing system.

#### **Monitoring changes in the legal environment and changes in accounting and reporting standards**

Relevant changes in the legal environment, together with updates to accounting and reporting standards and recommendations from regulatory bodies, were considered by the Audit Committee, as well as the question of how Orange Polska Group approached and implemented them. The Audit Committee in particular looked also into the Company's preparation of sustainability statements required to be published in the European Union starting from the reporting for 2024.

#### **Other areas of interest**

The Audit Committee reviewed and issued opinions on significant transactions with related parties, in line with internal regulations and best practices of corporate governance. Orange SA's nominees are excluded from voting at Supervisory Board meetings and Audit Committee meetings on transactions involving Orange SA or its subsidiaries. The Committee reviewed other matters of interest, including but not limited to risk management, revenue assurance, hedging, insurance, tax and M&A transactions. Also the Audit Committee issued opinions on other matters referred to the Committee by the Supervisory Board and/or the Management Board including financing and granting bank guarantees to OPL's subsidiaries.