

7. Corporate Governance

7.1. Corporate Governance Statement

As an issuer of securities listed on the Warsaw Stock Exchange (WSE), we have been obliged to comply with the corporate governance practices set out in the *Best Practice for GPW Listed Companies 2021* ("Best Practice 2021"). The document is available at the WSE's website: https://www.gpw.pl/pub/GPW/files/DPSN2021_EN.pdf.

Compliance with the rules set forth in the *Best Practice 2021* by issuers of securities on the Warsaw Stock Exchange is voluntary, but they are required to inform capital market participants about the extent to which they comply with them. Consequently, we submit the relevant Statement to the WSE annually.

In 2025, Orange Polska S.A. complied with all the corporate governance rules.

The full text of our Statement on the compliance with the corporate governance rules and recommendations set forth in the *Best Practice 2021* is available at our website: <https://www.orange-ir.pl/corporate-governance/>.

7.2. Risk management and internal controls over financial reporting (ESRS 2, GOV-2)

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 Committee ensures that financial disclosures are timely, exact, transparent, complete, and presented in accordance with all applicable regulations and recognised practices, as well as being properly representative of the financial and operational condition of both the Company and the Group. In 2025, the Disclosure Committee had four meetings.
- In 2024, the Group established a separate **Disclosure Committee for sustainability reporting**. The Committee held a meeting in January 2025 regarding disclosures for 2024, and another in January 2026 regarding disclosures for 2025. The Committee discusses detailed reporting with key managers and experts, including the Management Board Members responsible for this reporting, in order to provide data quality assurance and compliance thereof. Development reporting is also periodically presented to the Audit Committee of the Supervisory Board. Additional data on the implementation of ESG objectives is reported quarterly to the company's Management Board.
- 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 are as follows:

- **Reporting of the Internal Audit function 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.
- **Regular assessment of the quality of the internal control and risk management system.** 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.
- **Procedures to identify, report and monitor significant risks** (i.e. legal, regulatory, environmental, operational, related to financial reporting, environmental, etc.) on an ongoing basis. These provide a framework for ongoing risk-controlling actions.

In 2025, 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 financial reporting at 31 December 2025.

7.3. Shareholders and General Meeting

Shareholders

Pursuant to the regulations applicable to Poland's capital market, Orange Polska S.A. only obtains information about **shareholders holding more than 5% of the total number of votes at the General Meeting**. Each Orange Polska S.A. share entitles the holder to one vote, and the Company's share capital does not include any preference shares.

To our best knowledge, i.e. according to the annual asset structure as of 31 December 2025 published by the open pension funds, the **ownership structure of Orange Polska S.A.** was as presented in the table below.

The ownership structure of the share capital of Orange Polska S.A.*

Shareholder	Number of shares held	Number of votes at the General Meeting of Orange Polska S.A.	Percentage of the total voting power at the General Meeting of Orange Polska S.A.	Nominal value of shares held (in PLN)	Interest in the Share Capital
Orange S.A.	664,999,999	664,999,999	50.67%	1,994,999,997	50.67%
Allianz Polska OFE, Allianz Polska DFE (*)	106,508,824	106,508,824	8.12%	319,526,427	8.12%
Nationale-Nederlanden OFE, Nationale-Nederlanden DFE, Nationale-Nederlanden DFE NASZE JUTRO (*) pension funds	83,977,515	83,977,515	6.40%	251,932,545	6.40%
Other shareholders	456,871,141	456,871,141	34.81%	1,370,613,423	34.81%
TOTAL	1,312,357,479	1,312,357,479	100.00%	3,937,072,437	100.00%

* To the Company's best knowledge, i.e. according to the annual asset structure as of December 31, 2025 published by the open pension funds.

As of the date of the publication hereof, the Company had no information regarding valid agreements or other events that could result in changes in the proportions of shares held by the shareholders.

Orange S.A., the majority shareholder of Orange Polska S.A., is one of the largest telecommunications companies in the world. In 2025, the company provided services to residential customers in 26 countries. Orange S.A. operates in France, Belgium, Spain, Luxembourg, Moldova, Poland, Romania and Slovakia, as well as in 18 countries in Africa and the Middle East. The company focuses on high-quality connectivity, IT support services for business, wholesale services and cybersecurity. Under the Orange Business brand, Orange S.A. provides telecommunications and IT solutions for business customers around the world.

In 2025, the Orange Group's revenue reached EUR 40.4 billion, which was an increase of 0.9% from the previous year. At the end of December 2025, the group employed 117 thousand people worldwide.

Orange S.A. is listed on the Euronext Paris (ORA). At the end of December, its market capitalisation totalled EUR 37.8 billion.

Restrictions on transfer of shares

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

Exercise of the voting rights and special control rights of shareholders

Orange Polska S.A.'s Articles of Association provide no specific restrictions concerning the exercise of the voting rights on shares.

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

Amendments to the Articles of Association

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.

There were no amendments to the Articles of Association in 2025.

General Meeting – mode of operation, powers and duties

The **Annual General Meeting** is 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) and it is held within six months after the end of each financial year.

An **Extraordinary General Meeting** is convened by:

- the Management Board, upon its own initiative or upon a written motion of the Supervisory Board or shareholder(s) representing at least 5% of the share capital, in which case the Management Board includes on the agenda the matters indicated by the shareholders requesting the meeting; or
- the Supervisory Board, if it is necessary in its opinion; or
- shareholders representing at least half of the share capital or at least half of total votes in the Company.

The announcement on convening the General Meeting is published on our website and in the form of a current report.

The General Meeting is valid regardless of the number of shares being represented. The agenda of the General Meeting is determined by the body that has convened it. The Supervisory Board or shareholders representing at least 5% of the share capital may request that particular matters be included on the agenda of the next General Meeting. Any matters to be resolved by the General Meeting should first be presented by the Management Board to the Supervisory Board for its opinion.

The resolutions are adopted by a simple majority of votes cast unless the Commercial Companies Code or the Articles of Association provide otherwise. Voting at the General Meeting is open. A secret ballot is used at elections or upon motions for removal of members of the Company's Boards or liquidators, or calling them to account for their actions, or in personal matters. A secret ballot is also used whenever requested by at least one of the shareholders or their representatives present at the General Meeting.

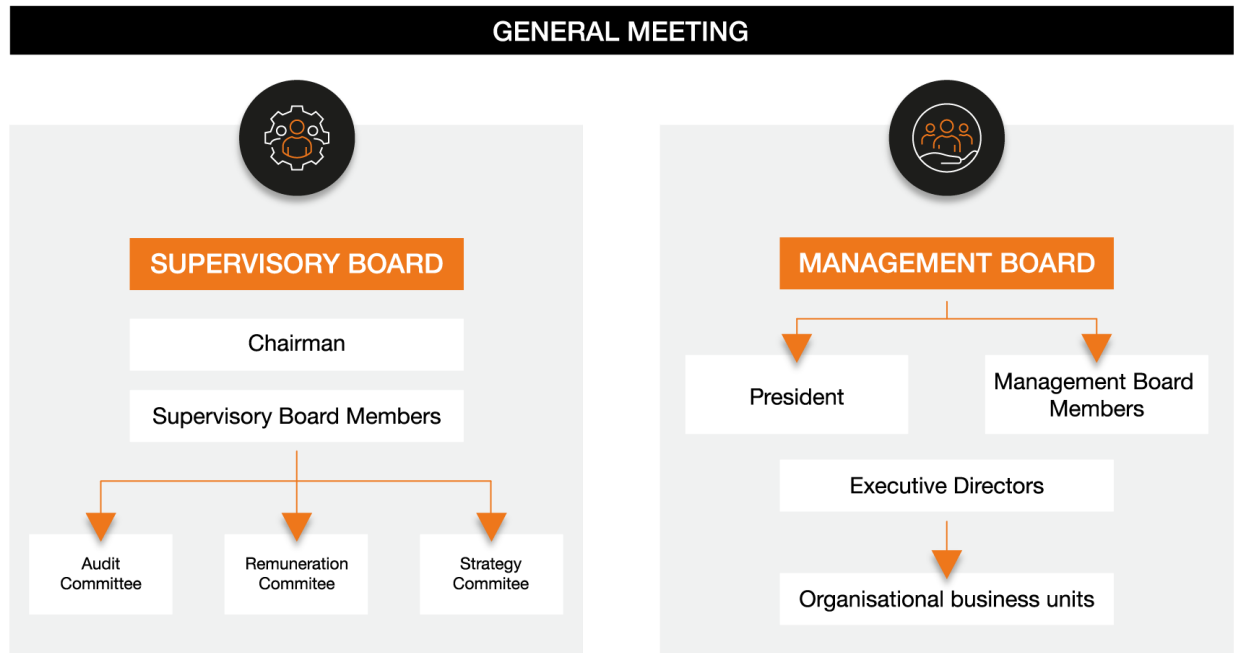
The General Meeting is responsible for the following duties (among others):

- review and approval of the financial statements and report on the Company's activity in the previous financial year;
- distribution of profits or offsetting of losses;
- confirming the proper execution of duties by Members of the Supervisory Board and the Management Board;
- amendments to the Articles of Association, including an increase or reduction of the share capital;
- merger or change of the legal form of the Company;
- appointment and removal of Members of the Supervisory Board;
- determining the remuneration of Members of the Supervisory Board;
- expressing an opinion on the annual report on remuneration prepared by the Supervisory Board.

The detailed scope of powers, the mode of operation of the General Meeting as well as the description of shareholders' rights and the manner of exercise thereof are set forth in the [Orange Polska Articles of Association](#) and [the Regulations of the General Meeting](#), which are available on our website.



Governance structure



General Meeting 2025

The Annual General Meeting took place on 17 April 2025 in Warsaw. The General Meeting among other things:

- approved the Management Board's Report on the activity of the Orange Polska Group and Orange Polska S.A. in the financial year 2024;
- approved Orange Polska S.A.'s financial statements for the financial year 2024;
- approved the consolidated financial statements for the financial year 2024;
- granted approval of the performance of their duties by members of Orange Polska S.A.'s governing bodies in the financial year 2024;
- adopted a resolution on distribution of profit for the financial year 2024, pursuant to which Orange Polska S.A.'s profit of PLN 1,077,025,514.53 disclosed in the Company's financial statements for 2023 was allocated in the following manner:
 - PLN 695,549,463.87 for a dividend (the amount of dividend was PLN 0.53 for each entitled share),
 - PLN 21,540,510.29 to the reserve capital referred to in Article 30(3) of the Articles of Association, and
 - PLN 359,935,540.37 to the reserve capital;
- approved the Supervisory Board's Report for the financial year 2024;
- expressed a positive opinion on the annual report on remuneration prepared by the Supervisory Board.

No Extraordinary General Meetings were convened in 2025.

7.4. Management Board

Composition and changes

At the end of 2025, the Orange Polska Management Board was composed of eight Members. The composition of the Management Board did not change in 2025.

Composition of the Management Board at 31 December 2025

	Liudmila Climoc President of the Management Board		Piotr Jaworski Management Board Member in charge of Network and Technology
	Jolanta Dudek Vice President of the Management Board in charge of Consumer Market		Jacek Kowalski Management Board Member in charge of Human Capital
	Bożena Leśniewska Vice President of the Management Board in charge of Business Market		Jacek Kunicki Management Board Member in charge of Finance
	Witold Drożdż Management Board Member in charge of Strategy and Corporate Affairs		Maciej Nowohoński Management Board Member in charge of Carriers Market and Real Estate Sales

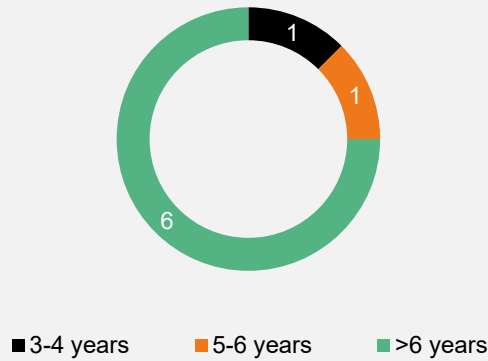
Profiles of the Management Board Members are available on our website at <https://www.orange-ir.pl/corporate-governance/>.

Management Board skills matrix* (ESRS 2, GOV-1)

Name	Audit/Risks	Finance/Accounting/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
Liudmila Climoc	■		■	■	■	■	■	■		■	■
Jolanta Dudek	■		■				■	■		■	
Bożena Leśniewska			■		■		■	■		■	
Witold Drożdż			■	■				■	■	■	
Piotr Jaworski	■	■	■	■	■			■			■
Jacek Kowalski			■	■		■	■	■			
Jacek Kunicki	■	■	■	■				■		■	■
Maciej Nowohoński	■	■	■	■	■		■	■	■	■	■

* As of 31 December 2025

Management Board length of tenure*



* As of 31 December 2025

Mode of operations

According to our Company's Articles of Association, the Orange Polska Management Board consists of between 3 and 10 members, including the President of the Management Board. They are appointed and removed by the Supervisory Board by a simple majority of the votes cast. The Remuneration Committee submits recommendations regarding the appointment of Management Board Members to the Supervisory Board. Currently, the Management Board consists of eight members, including the President. The term of office of each Management Board Member is three years.

The Annual General Meetings on which the mandates of Management Board Members expire

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

The Management Board manages the Company's affairs, administers its assets and represents the Company towards third parties. Members of the Management Board perform their duties in person. The President of the Management Board manages its activities. Individual Members of the Management Board manage the areas of the Company's operations entrusted to them.

Meetings of the Management Board are held on average twice a month on dates specified in working schedules. The President of the Management Board, or in his absence, another Member of the Management Board designated by him, chairs Management Board meetings. Resolutions of the Management Board may be adopted if all Members of the Management Board have been properly notified of the Management Board meeting. Resolutions are passed by an absolute majority of votes of the entire Management Board. A resolution may also be adopted without a meeting (by circulation), by an absolute majority of votes, if all Members of the Management Board have been notified of the content of the draft resolution.

Powers and duties

The Management Board manages any matters relating to the Company's affairs which, under the Commercial Companies Code or the Company's Articles of Association do not fall within the competence of the General Meeting or the Supervisory Board. In particular, the Management Board powers include formulation of the Group's strategies; approval of the budget; establishing, transforming and liquidating organisational units of the Company; and exercising

governance over the Group companies. Decisions on the issuance or redemption of Company shares are vested solely in the General Meeting.

In particular, the Management Board resolutions are required in the following matters:

- formulation of the Company's strategies and approval of multi-year plans for development of its individual activity areas;
- approval and update of the budget of the Company;
- fixing amounts of investment outlays and their financing sources;
- contracting loans and other financial liabilities;
- granting securities and guarantees;
- amendments to the Organisational Regulations of Orange Polska S.A.;
- establishment, transformation and liquidation of the Company's organisational units as defined in the Organisational Regulations of Orange Polska S.A.;
- rules for granting powers of attorney;
- formulation of personnel policies and rules of remuneration within the Company;
- proposing motions to the Company's governing bodies in situations defined in the Commercial Companies Code and the Company's Articles of Association;
- adoption of annual standalone and consolidated financial statements and the Management Board's reports on the Company's and the Group's activity, and submitting those documents to the Supervisory Board within the required time limits;
- proposing to the General Meeting motions regarding the distribution of profits or offsetting of losses;
- formulation of the rules of assets disposal;
- the Company's property transformation and public trading in the Company's securities;
- exercising owner's supervision over companies with Orange Polska S.A. participation;
- participation in companies or other legal entities, except for economic community associations or organisations;
- concluding and implementing agreements between the Company and trade unions acting within it, except for matters reserved to the competence of directors of the Company's entities;
- negotiating and settlement of labour disputes;
- rules for filling the posts of key management, including terms and conditions of employment and rates of remuneration.

Declarations of will on behalf of the Company are made by the President of the Management Board, acting jointly with another Member of the Management Board.

The detailed duties and responsibilities of the Management Board are set forth in the [Regulations of the Management Board](#), available on our website.

















7.5. Supervisory Board

Composition and changes

As at the end of December 2025, the Orange Polska Supervisory Board consisted of fourteen Members, including five independent Members, namely Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD and Adam Uszpolewicz. The composition of the Supervisory Board did not change in 2025.

As of 30 January 2026, Laurent Martinez resigned from the Board. On 17 February 2026, the Supervisory Board appointed Usman Javaid as a member

Composition of the Supervisory Board at 31 December 2025

	Maciej Witucki Chairman of the Supervisory Board		Philippe Béguin Board Member
	Mari-Noëlle Jégo-Laveissière Deputy Chairman of the Supervisory Board		Bénédicte David Board Member
	Laurent Martinez* Deputy Chairman of the Supervisory Board		Bartosz Dobrzyński Independent Board Member
	Marc Ricau Board Member and Secretary		Clarisse Heriard Dubreuil Board Member
	John Russell Houlden Independent Board Member and Chairman of the Audit Committee		Monika Nachyła Independent Board Member
	Maria Pasło-Wiśniewska. PhD Independent Board Member and Chairwoman of the Remuneration Committee		Adam Uszpolewicz Independent Board Member
	Jean-Marc Vignolles Board Member and Chairman of the Strategy Committee		Etienne Vincens de Tapol Board Member

Profiles of the Supervisory Board Members are available on our website at <https://www.orange-ir.pl/corporate-governance/>.

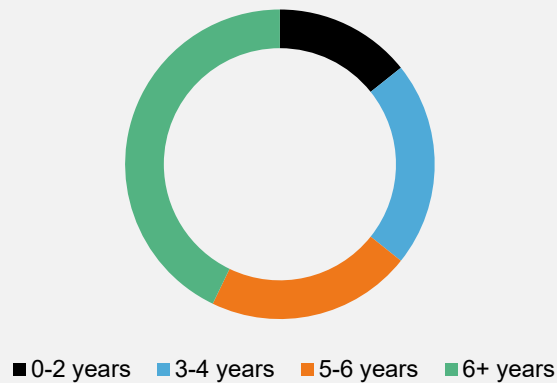
* Resigned from the Board as of 30 January 2026

Supervisory Board skills matrix* (ESRS 2, GOV-1)

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

*As of 31 December 2025

Supervisory Board length of tenure*



* As of 31 December 2025

In 2025, the Supervisory Board had 5 meetings.

The participation rate was 94.2% or 96.5% including the Committees.

Details of the Supervisory Board's activities are presented in the Supervisory Board's annual reports, published on our website at <https://www.orange-ir.pl/corporate-governance/>. The Supervisory Board's report for 2025 will be published on our website after it is approved by the General Meeting.

Mode of operations

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 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 Annual General Meetings on which the mandates of Supervisory Board Members expire

Supervisory Board	Year of AGM
Maciej Witucki – Chairman	2028
Mari-Noëlle Jégo-Laveissière – Deputy Chairman	2027
Marc Ricau – Secretary	2028
Philippe Béguin	2027
Bénédicte David	2027
Bartosz Dobrzyński	2028
Clarisse Heriard Dubreuil	2026
John Russell Houlden	2026
Monika Nachyla	2028
Maria Pasto-Wiśniewska	2027
Adam Uszpolewicz	2027
Jean-Marc Vignolles	2027
Etienne Vincens de Tapol	2027

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 a 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.

Powers and duties

The Supervisory Board supervises the Company's activities (including the activities of its subsidiaries) and represents the Company in concluding any agreements between Orange Polska and Members of the Management Board, or in the event of any disputes between the Company and Members of the Management Board. Supervisory Board Members shall ensure that the financial statements and reports on the Company's activities meet the requirements of the provisions of accountancy law.

The main duties of the Supervisory Board include:

- permanent supervision over the Company's activity (including activity led through controlled subsidiaries)
- evaluation of annual financial statements;
- evaluation of the Management Board's report on the Company's activities and motions of the Management Board regarding distribution of profits or covering losses;
- submitting to the General Meeting the annual written report for the preceding financial year (Supervisory Board report);
- appointing, dismissing and suspending for important reasons a Member of the Management Board or the entire Management Board, as well as determining the terms of, and fixing, their remuneration;
- appointing an audit firm to audit or review financial statements and to audit or perform assurance of sustainability reporting;
- stating an opinion on annual and long-term strategies of the Company and its annual budget;
- stating an opinion on incurring liabilities as well as on disposal of assets in excess of the equivalent of EUR 100,000,000;
- submitting the report on remuneration to the General Meeting.

Full details of the matters reserved for the Supervisory Board's decision making can be found in the [Orange Polska Articles of Association](#) and the [Regulations of the Supervisory Meeting](#), which are available on our website.



Committees of the Supervisory Board

The Supervisory Board has established three Committees which are its advisory bodies:

- **Audit Committee** – reviews the integrity of the financial information and sustainability information reported externally, the independence and objectivity of the Orange Polska Group's external auditors, the nature and scope of the audit and the auditors' work, as well as the internal audit, internal control and risk management systems, and significant transactions with related parties, and advises the Supervisory Board on these issues as appropriate.

- **Remuneration Committee** – advises the Supervisory Board and the Management Board on general remuneration policy within the Orange Polska Group, and provides recommendations on appointments to the Management Board.
- **Strategy Committee** – provides its opinions and recommendations to the Supervisory Board on the strategic plans set out by the Management Board, as well as any further suggestions to such made by the Supervisory Board, in particular concerning key strategic directions.

Only Members of the Supervisory Board may become members of its Committees. The Committees make their decisions by an ordinary majority of votes. The Chairpersons of the Committees are appointed by the Supervisory Board. The Chairperson manages the Committee's work, convenes its meetings and, in the case of votes tie, has a prevailing vote.

Composition of the Supervisory Board Committees in 2025*

Audit Committee	Remuneration Committee	Strategy Committee
Chairman: <ul style="list-style-type: none"> ▪ John Russell Houlden 	Chairwoman: <ul style="list-style-type: none"> ▪ Maria Paśło-Wiśniewska PhD 	Chairman: <ul style="list-style-type: none"> ▪ Jean-Marc Vignolles
Members: <ul style="list-style-type: none"> ▪ Monika Nachyła ▪ Marc Ricau ▪ Adam Uszpolewicz ▪ Etienne Vincens de Tapol 	Members: <ul style="list-style-type: none"> ▪ Bénédicte David ▪ Bartosz Dobrzyński ▪ Marc Ricau 	Members: <ul style="list-style-type: none"> ▪ Bénédicte David ▪ Bartosz Dobrzyński ▪ Monika Nachyła ▪ Maria Paśło-Wiśniewska PhD

* As of 31 December 2025

Bartosz Dobrzyński was a Member of the Audit Committee until 17 April 2025. The composition of other Supervisory Board Committees did not change in 2025.

Regulations of the Supervisory Board Committees are available on our website at <https://www.orange-ir.pl/corporate-governance/>.

Audit Committee

The key functions of the Audit Committee, as specified in the Terms of Reference thereof attached to the [Regulations of the Supervisory Board](#), include:

- monitoring the integrity of the financial and sustainability information reported externally;
- reviewing the Group's internal control and risk management systems;
- reviewing Internal Audit plans and reports;
- reviewing and providing opinions on significant transactions with related parties;
- recommending the selection and re-appointment of an audit firm;
- monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit and the auditors' work;
- providing recommendations to the Supervisory Board to ensure the faithful representation and relevance of the financial and sustainability reporting process and information disclosed by the Company and the Group.

The Committee consists of at least three members, the majority of whom, including the Chairman, are independent of the Company. The Audit Committee meets (physically or virtually) at least on a quarterly basis before the publication of the financial statements by the Company. The Audit Committee held six meetings in 2025.

In 2025, the Audit Committee consisted of five members, including three independent members, namely John Russell Houlden, Monika Nachyła and Adam Uszpolewicz. The Committee was chaired by John Russell Houlden, who has the relevant experience and qualifications in finance, accounting and audit.

The members with accounting or auditing of financial statements knowledge and skills are: John Russell Houlden, Monika Nachyła, Adam Uszpolewicz and Etienne Vincens de Tapol.

The members with knowledge and skills in the industry in which Orange Polska operates are: John Russell Houlden, Monika Nachyła, Marc Ricau, Adam Uszpolewicz and Etienne Vincens de Tapol.

All qualification requirements for Audit Committee members specified in the applicable laws and the Company's internal regulations have been met. The detailed information regarding their education and professional experience is available at <https://www.orange-ir.pl/corporate-governance/>.

The Audit Committee's recommendation to select KPMG Audyty Sp. z o.o. Sp. k. to audit the financial statements complied with mandatory legal provisions, as well as with Orange Polska's audit firm selection policy and procedures.

KPMG Audyty Sp. z o.o. Sp. k., the audit firm responsible for auditing the financial statements of Orange Polska, provided authorised non-audit services to the company. Consequently, Orange Polska evaluated the audit firm's independence, and the Audit Committee approved the provision of these services.

7.6. Auditor of financial statements

Audit firm selection policy

Orange Polska has a policy regarding the selection of an audit firm and a policy regarding the provision of authorised non-audit services by an audit firm conducting audits, entities related to the audit firm or a member of its network.

Orange Polska complies with the applicable provisions on the rotation of the audit firm and the key auditor, as well as mandatory cooling-off periods.

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.

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 any third party's 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.

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.

Furthermore, in such case, we 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.

We prepare the tender dossier for the attention of the invited audit firms, which contains transparent and non-discriminatory selection criteria to be used by our Company to evaluate the proposals made by audit firms.

The Audit Committee discusses 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 confirms 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.

In the course of the selection procedure, the Supervisory Board accounts 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.

The selection decision is 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.

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 justifies in writing the reasons for not following the recommendation of the Audit Committee and submits such justification to the General Meeting.

Agreement with the auditor

In line with the procedure adopted within our Company, on 19 March 2020, the Supervisory Board of Orange Polska S.A. passed a resolution on selecting KPMG Audyt spółka z ograniczoną odpowiedzialnością sp. k. to audit financial statements of Orange Polska S.A. and the Orange Polska Group for 2021 to 2025 and to review the relevant interim six-month financial statements of Orange Polska S.A. and the Orange Polska Group.

Orange Polska S.A. concluded an agreement for 2021–2025 with KPMG Audyt spółka z ograniczoną odpowiedzialnością sp. K, pursuant to which KPMG Audyt spółka z ograniczoną odpowiedzialnością sp. k. performed the following:

- reviews of the standalone financial statements of the Company and the consolidated financial statements of the Group for the first six months of 2025 prepared in accordance with IFRS; and
- an audit of the standalone financial statements of the Company and the consolidated financial statements of the Group for 2025 prepared in accordance with IFRS; and
- procedures regarding the Magnitude reporting package of Orange Polska S.A.

Audits of financial statements of selected subsidiaries have been performed under separate agreements between KPMG Audyt spółka z ograniczoną odpowiedzialnością sp. k. and the respective subsidiaries.

The aggregate remuneration payable for auditing and reviewing the above-mentioned financial statements and for other services rendered by KPMG Audyt spółka z ograniczoną odpowiedzialnością sp. k. for 2025 is presented in the table below (in PLN '000).

	2025*	2024
Orange Polska S.A.	3,877	4,530
Audit of the consolidated financial statements of the Group and the standalone financial statements of Orange Polska S.A.	2,058	2,204
Other attestation services, including:	1,819	2,326
<i>Review of the semi-annual consolidated financial statements of the Group and the standalone financial statements of Orange Polska S.A.</i>	493	418
Audit of the financial statements of subsidiaries	232	336
Total amount payable by the Group	4,109	4,866

**The remuneration data for 2025 will be updated upon the completion of the audit of financial statements.*

7.7. Sponsorship Policy

Orange Polska has adopted a sponsorship policy (pursuant to the Decision No. 5/24 of the Management Board Member in charge of Strategy and Corporate Affairs). Our approach reflects the global sponsorship strategy of the Orange Group. In the strategic field, which is music now, we develop long-term, comprehensive, nationwide projects addressed to a large group of our existing or prospective customers. We sponsor various initiatives on a long-term rather than one-off basis.

The implementation of our sponsorship policy is a responsibility of the Corporate Communication and CSR Director. Key sponsorship projects are subject to approval by the Management Board of Orange Polska. Each sponsorship project has its own target Key Performance Indicators (KPIs), such as attendance, advertising value equivalent (AVE), number of publications, etc. Upon completion of a project, it is evaluated by the Management Board. We have established the Sponsorship Committee to centralise sponsorship project management in the Orange Polska Group.

Furthermore, we carry out our socially-oriented activities through a dedicated corporate foundation, the Orange Foundation, and the Donation Fund.

As part of our donation policy, we have adopted formal rules for using the Donation Fund. These are specified in the Decision no. 29/25 of the Board Member in charge of Strategy and Corporate Affairs.

We follow clear and transparent rules in making donations:

- Any donation requires analysis and recommendation;
- Any donation is subject to approval by the President of the Management Board of Orange Polska;
- Any donation is made under a written donation agreement;
- All donations are effected by transfers and registered in the accounting systems of Orange Polska;
- Each agreement includes a requirement to confirm that the donation has been used in line with its purpose.

The Orange Foundation, which carries out its socially-oriented activities on behalf of Orange Polska, has adopted its own strategy. The Foundation works towards modern education of children and youth, carrying out its own nationwide educational and social programmes to support the comprehensive development of young people. All its programmes

and projects are based on the results of research and implemented in consultation with renowned experts in specific fields. At least twice a year, the Foundation submits reports on its activities to the Foundation Board, which includes representatives of the Founder, i.e. Orange Polska. Furthermore, on an annual basis the Foundation submits a report on its activities to the competent ministry and draws up a financial report, which is subject to an audit. Reports of the Foundation are publicly displayed on its website.

The Foundation's policy fits into Orange Polska's social responsibility strategy, which is part of our business strategy. Our corporate social responsibility (CSR) strategy focuses on the areas which are of key importance with respect to our sector and our activities on the Polish market: efforts for digital inclusion, security on the network, environmental and climate protection, and building a good workplace. The conclusions from a dialogue with stakeholders as well as market trends and social challenges for our industry in Poland and abroad have been an important road sign in its development. Responsibility for the implementation of the strategy lies with the CSR Steering Committee, which is made up of managers from different areas within the organisation. Our CSR initiatives are presented in the Note 2 of the Sustainability Statement.

Expenditure on aid to charitable institutions and social organisations in the area of welfare, education, health, culture, sports, etc. are presented in the table below.

Grants	2025	2024
Total aid granted (in PLN mn)	13.3	13.3

7.8. Diversity Policy (ESRS 2, GOV-1)

Since 2016, Orange Polska has followed the **Diversity Management Policy**, which is a single comprehensive document addressing various management areas.

In our organisation, we are committed to respecting diversity and ensuring equal opportunities in the following dimensions:

- gender;
- age;
- competence / expertise / experience / mindset;
- psychophysical skills – (dis)abilities;
- parental status;
- religion / beliefs;
- workplace location (HQ vs. region);
- nationality / ethnic origin / race;
- sexual orientation;
- type of employment;
- trade union membership;
- political convictions.

The information on the implementation of this Policy is presented in the Note 8.5.2.8 of Diversity of our Sustainability Statement.

We have also implemented the **Diversity Management Policies for Members of the Management Board and Members of the Supervisory Board** (adopted in 2021 and 2022, respectively). The duties and responsibilities, as well as the requirements related to qualifications, expertise and competence of the Supervisory Board Members are specified in the Company's Articles of Association. In addition, we apply the provisions of the *Best Practice for WSE Listed Companies 2021*.

In the process of selection of Members of the Management Board of Orange Polska, the Supervisory Board:

- shall be guided by the transparency of the candidate selection rules and criteria;
- shall make decisions on the selection of the Management Board Members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates;
- shall ensure that the Management Board Members include people of diverse gender, age, specialist knowledge, education and professional experience;
- with regard to gender diversity, shall aim to keep women participation of at least 30%.

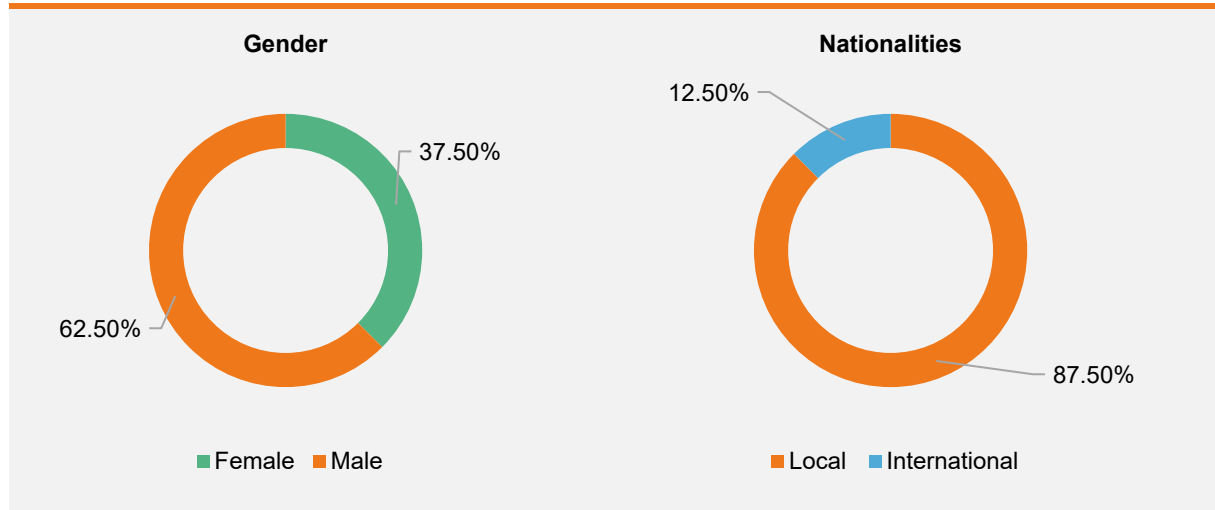
In the process of selection of Members of the Supervisory Board, the General Meeting:

- shall make decisions on the selection of Supervisory Board Members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates;
- shall ensure that the Supervisory Board Members include people of diverse gender, age, specialist knowledge, education and professional experience;

- shall ensure the presence of at least four members of the Supervisory Board who meet the independence criteria specified in the Act of 11 May 2017 on statutory auditors, audit firms and public oversight, as well as the Company's Articles of Association and have no real and significant connections with a shareholder holding at least 5% of the total number of votes in the Company;
- with regard to gender diversity, shall aim to keep women participation of at least 30%.

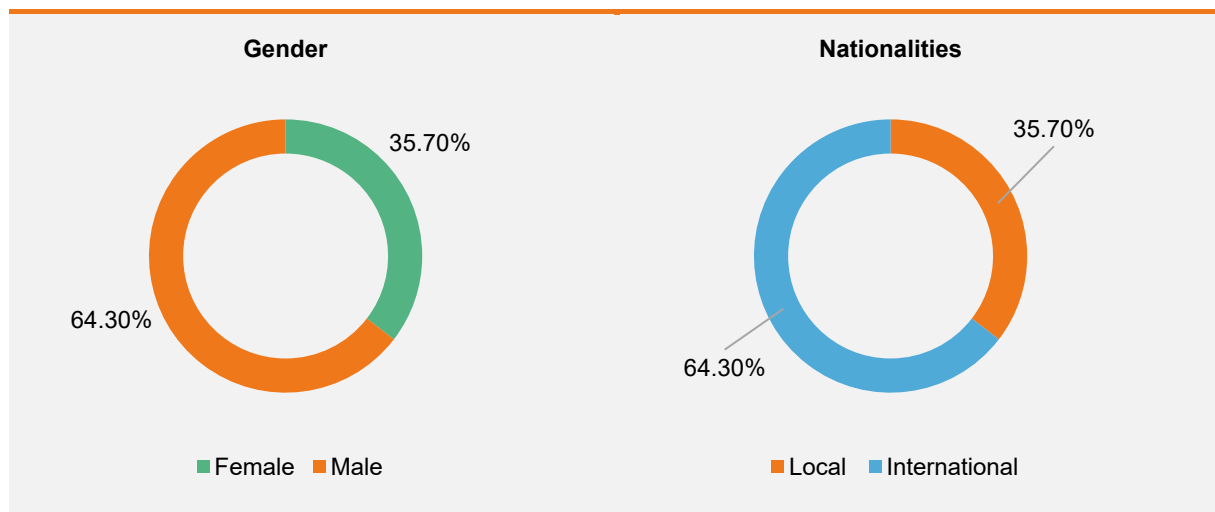
The above requirements are met by the Company. As of 31 December 2025, women constituted 35.7% of the Supervisory Board and 37.5% of the Management Board.

Management Board diversity*



* As at 31 December 2025

Supervisory Board diversity*



* As at 31 December 2025

7.9. Information on the Remuneration in Orange Polska S.A.

Remuneration Policy for employees

Orange Polska's **Remuneration Policy** for employees contributes to implementing the Company's comprehensive strategy. By enabling the recruitment, retention and motivation of the best managers and employees in the specialised areas existing in our Company, it provides people prepared to achieve our strategic goals. While recognising that employees are a key asset of the Company, the Remuneration Policy supports the creation of favourable conditions in the digital work environment by stimulating the commitment to the Company's objectives, employees development and use of flexible work methods.

Remuneration levels within Orange Polska S.A. are compared to those offered by peer companies in the market. The managers' remuneration depends on the Company's financial results and on one's individual contribution and performance. Our Remuneration Policy complies with the labour law and corporate governance regulations.

The remuneration system consists of the following components:

- **Base salary**

The base salary level takes into account the scope of duties assigned to a particular job position as well as the market value of the work performed. At least annually, we compare our salaries and remuneration practices to those adopted by the Polish market leaders, particularly ICT companies. We ensure the consistency of remuneration between different positions according to the internal pay scale, as well as equal treatment regardless of gender, age, disability, race, religion, nationality, political opinion or orientation. Individual base salaries are determined within the framework of annual salary reviews; promotions; recruitment arrangements for candidates in new business areas; and actions preventing attrition of crucial employees.

- **Performance bonus**

The purpose of our bonus system is to motivate employees to achieve high performance by attaining the objectives which contribute to the Company's strategy and customer satisfaction. The system combines individual and solidarity objectives, which stimulates co-operation among different organisational units.

For key managers, performance bonus is related mainly to the Company's overall performance and the achievement of solidarity objectives, whereas for line positions, it is related to individual performance. The detailed performance bonus terms are set forth in the Bonus Regulations.

- **Discretionary bonuses**

Discretionary bonuses stimulate the implementation of strategic projects, cross-functional collaboration and the development of innovative solutions, recognising achievements beyond periodic goals. They are awarded to:

- line managers and employees without sales targets at any time of the year, for outstanding achievements;
- sales employees and top managers on an annual basis upon a summary presentation of annual results.

- **Benefits**

In order to enhance the quality of life and integration of our employees, we provide a market-competitive package of benefits. The key areas influenced through our benefit schemes include:

- health and physical activity – particularly through private medical care and sports cards;
- financial stability – particularly through Employee Pension Programme fully financed by the Company and interest-free loans for housing or health purposes;
- improved quality of life – particularly through company phones with unlimited data transfer, wellbeing programmes and leisure time subsidies.
- employee development – particularly through extensive training portfolio and access to educational platforms.

Workforce adjustment

Due to the need to adjust our workforce structure to the changing market conditions and working methods, as well as continuous efforts to improve efficiency envisaged in subsequent strategies, we regularly implement voluntary departure programmes in Orange Polska S.A. Employees who depart the Company voluntarily are offered severance pay in excess of statutory amounts due to them under the generally applicable legal regulations. The terms of severance pay for employees are determined in separate arrangements with trade unions, whereas the terms of severance pay for managers excluded from the Intragroup Collective Labour Agreement are based on generally applicable legal regulations, and are set forth in individual arrangements in their employment contracts.

Implementation of the Remuneration Policy in 2025

In 2025, as every year, our remuneration policy accounted for changes in the labour market and supported the implementation of the Company's strategy, of which the employee area is one of the main pillars.