



Annual General Meeting

of Orange Polska S.A.

Warszawa, 10 April 2026

Current report 6/2026
Orange Polska S.A. – Warsaw, Poland
13 March 2026

Pursuant to art. 20, clause 1, item 1 of the Decree of the Minister of Finance of 6 June 2025 on current and periodic information provided by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state, the Management Board of Orange Polska S.A. informs about summoning the Annual General Meeting to be held on 10 April 2026.

ANNOUNCEMENT
of the Management Board of Orange Polska
on the Annual General Meeting

I. Date, time and venue of the Annual General Meeting and detailed Agenda

The Management Board of Orange Polska Spółka Akcyjna (hereinafter referred to as 'Orange Polska S.A.' or 'the Company') with its registered seat in Warsaw, entered in the companies' register maintained by the Regional Court for the Capital City of Warsaw in Warsaw, 12th Business Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of Orange Polska S.A., convenes the **Annual General Meeting** of Orange Polska S.A. ('General Meeting') to be held on **10 April 2026, (Friday)** at **9:30 CET**, in Warsaw, at Orange Polska S.A. headquarters at Aleje Jerozolimskie 160 ('Company's headquarters'), building E, ground floor, the conference hall – K/CK.

Agenda:

- 1) opening of the Meeting;
- 2) election of the Chairman;
Resolution no. 1 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on nomination of the Chairman of the Annual General Meeting
- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) review of:
 - a) the Orange Polska S.A. separate financial statements for the 2025 financial year,
 - b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2025 financial year,
 - c) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A., and the IFRS consolidated financial statements for the 2025 financial year,
 - d) the Report of the Orange Polska S.A. Supervisory Board for the 2025 financial year,
 - e) the Report of the Supervisory Board on remuneration in 2025,
- 5) adoption of the following resolutions concerning:
 - a) approval of Orange Polska S.A. separate financial statements for the 2025 financial year,

Resolution no 2 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on approval of the Orange Polska S.A. IFRS financial statements for 2025

b) distribution of the Orange Polska S.A. profit for the 2025 financial year,

Resolution no 3 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on distribution of Orange Polska S.A. profit for the 2025 financial year

c) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2025 financial year,

Resolution no 4 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2025 financial year

d) approval of the Orange Polska Group consolidated financial statements for the 2025 financial year,

Resolution no 5 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on approval of the IFRS consolidated financial statements for 2025 financial year

e) approval of the Supervisory Board report for the 2025 financial year,

Resolution no 6 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on approval of the Supervisory Board report for the 2025 financial year

f) expressing an opinion on the Supervisory Board report on remuneration in 2025,

Resolution no 7 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on adoption of the resolution on expressing an opinion on the Report of the Supervisory Board on remuneration in 2025

g) granting approval of the performance of duties of the members of Orange Polska S.A. governing bodies in the financial year 2025,

Resolutions no 8-29 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on granting approval of the performance of duties of the Management Board's President / Management Board's member / Supervisory Board member of Orange Polska S.A.

6) adoption of the resolution on amending the Articles of Association of Orange Polska S.A.,

Resolution no 30 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on amending the Articles of Association of Orange Polska S.A.

7) adoption of the resolution on adopting the unified text of the Articles of Association of Orange Polska S.A.,

Resolution no 31 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on the adoption of the unified text of the Articles of Association of Orange Polska S.A.

8) changes in the Supervisory Board's composition,

Resolution no 32 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on appointment of a Supervisory Board member
/Voting on appointment of Clarisse Heriard Dubreuil /

Resolution no 33 of Annual General Meeting of Orange Polska S.A. dated 10 April 2026 on appointment of a Supervisory Board member
/Voting on appointment of Usman Javaid /

NOTE: the ordinal numbers of the resolutions and the names of the candidates to the Supervisory Board may change due to the potential motions of the shareholders indicated before and/or during the Annual General Meeting.

- 9) closing of the Meeting.

II. Information on participation rights in the General Meeting of Orange Polska S.A.

1. Shareholder's right to request for certain issues to be put on the General Meeting's agenda and to table draft resolutions

- 1) Pursuant to art. 401 § 1 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital have the right to put issues on the General Meeting agenda. The request shall contain the following:
 - a) the justification or a draft resolution on the proposed item,
 - b) an updated office copy of the entries in the companies' register or any other equivalent document confirming representation to act in the petitioner's name – regards the shareholders that are legal persons or entities that have no legal personality,
 - c) a document confirming ownership of such number of shares that authorises to place the request.

The request shall be filed with the Management Board in writing at the Company's headquarters, or sent by e-mail to the wza@orange.com (pdf file), at least 21 days prior to the date of the General Meeting, i.e., on **20 March 2026** at the latest.

- 2) The Management Board shall immediately, and not later than at least 18 days prior to the planned date of the General Meeting, i.e. by **23 March 2026**, announce changes to the agenda introduced upon Shareholders' request. The announcement shall be made in the manner appropriate to convene the General Meeting.
- 3) Pursuant to art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital and authorised to participate in the General Meeting have the right to table draft resolutions on issues on the General Meeting agenda or those to be put on the agenda. The drafts shall be filed with the Management Board in writing at the Company's headquarters, or sent by e-mail to the address wza@orange.com (pdf file). The request with the draft resolution shall be accompanied by the documents referred to in points 1b) and 1c).
- 4) The Company may take actions proportional to the purpose to identify the Shareholder or Shareholders and verify the validity of the documents submitted, referred to in points 1) and 3).
- 5) Pursuant to art. 401 § 5 of the Commercial Companies Code, each Shareholder authorised to participate in the General Meeting may, during the General Meeting, table draft resolutions on the issues that have been put on the agenda.

2. Exercise of their voting right by the proxy holder

- 1) A Shareholder being natural person may participate in the General Meeting and exercise his/her voting right in person or by a proxy holder.

A Shareholder not being natural person may participate in the General Meeting and exercise its voting right through a person authorised to make statements of will in its name or by a proxy holder.

- 2) The proxy shall be made in writing, or made in electronic form. The form of the proxy authorising to exercise the voting right by a proxy holder is available at the Company's website: www.orange-ir.pl (pdf file).
 - 3) Orange Polska S.A. shall be notified about a proxy in electronic form at least 3 working days prior to the General Meeting, i.e. on **7 April 2026** at **16:00 CET** at the latest by e-mail sent to wza@orange.com containing a scan of proxy signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent such Shareholder. Orange Polska S.A. reserves that failure to meet the above deadline may give grounds for such proxy holder to be denied access to the General Meeting.
 - 4) Orange Polska S.A. shall take relevant steps to identify the Shareholder and the proxy holder in order to verify the validity of the proxy made in electronic form. The verification may mean a feedback by e-mail or by telephone asking the Shareholder and/or the proxy holder to confirm the representation and the scope of the proxy. Orange Polska S.A. thereby reserves that the inability to verify the Shareholder and the proxy, in particular the failure to provide answers to questions asked during the verification, shall give grounds for such proxy holder to be denied access to the General Meeting.
 - 5) The right to represent a Shareholder not being a natural person shall be derived from an office copy of the relevant register (placed in original or in a copy confirmed by notary), or other equivalent document or from the proxy, to be presented when checking the attendance list or sent in electronic form (pdf file). A person/persons granting proxy on behalf of the Shareholder that is not natural person shall be entered in the updated office copy of the relevant register.
 - 6) A management board member and an employee of the Company may act as proxy holders at the General Meeting. If a management board member or a supervisory board member or an employee of the Company or a member of a subsidiary's bodies or its employee is a proxy holder at the General Meeting, the proxy may authorise to represent exclusively at a single General Meeting.
 - 7) The proxy holder, referred to in point 6) shall notify the Shareholder about any circumstances that indicate or may indicate a conflict of interest. Further representation shall be forbidden.
 - 8) The proxy holder, referred to in point 6) shall vote in line with the instructions received from the Shareholder.
- 3. The possibility and mode of participating in the General Meeting by means of electronic communication**
- 1) The Company allows for participation in the General Meeting by means of electronic communication.
 - 2) Shareholder or a proxy holder intending to participate in the General Meeting in the manner referred to in point 1), is obliged to notify this intention to the Company using electronic means of communication no later than 3 working days prior to the date of the General Meeting, i.e. on **7 April 2026** at the latest at: wza@orange.com.

- 3) Using the above mentioned form of participation in the General Meeting shall be possible via a link which will be sent to the Shareholder or a proxy after positive verification of his/her rights, 2 working days prior to the date of the General Meeting, i.e. on **8 April 2026** by **16:00 CET** at the latest.
- 4) Detailed rules and conditions for the participation in the General Meeting by means of electronic communication are specified in the Annex to this announcement.

4. The method of communication at the General Meeting by means of electronic communication

The Company allows Shareholders to communicate by electronic means only (chat) at the General Meeting under the conditions specified in the Annex to this announcement.

5. The procedure for casting votes by correspondence or by electronic means

- 1) The Company does not allow for executing the voting right by correspondence.
- 2) The Company allows for executing the voting right by means of electronic communication under the conditions specified in the Annex to this announcement

6. The record date

The 16th day prior to the date of the General Meeting, i.e., **25 March 2026** shall be the record date.

7. The right to participate in the General Meeting

- 1) Only the persons being Orange Polska S.A. Shareholders as of the record date, i.e., **25 March 2026**, shall have the right to participate in the General Meeting. Personal certificate of entitlement to attend the General Meeting is issued by the entity operating a securities account, not later than in the first working day after the day of registration, i.e. **26 March 2026**.
- 2) The list of Shareholders authorised to participate in the General Meeting shall be made pursuant to the data received from the National Securities Depository (KDPW). It is however recommended that the Shareholders had bearer certificates of their right to participate in the General Meeting issued by the entity maintaining the securities account.
- 3) Shareholders shall be allowed to take part in the General Meeting on producing their identity document, while proxy holders shall be allowed to take part in the General Meeting on producing their identity document and the proxy made in writing or by electronic means subject to point 2 sub-points 2)-4) above. Representatives of legal persons or entities not having legal personality shall additionally produce updated office copies of relevant registers with persons authorised to represent the entities entered in it.
- 4) The list of Shareholders entitled to participate in the General Meeting will be available at the Company's headquarters three working days before the General Meeting, i.e. from **7 April 2026**.
- 5) Any Shareholder may demand that the list of Shareholders entitled to participate in the General Meeting be e-mailed free of charge to the e-mail address indicated by them. If she/he is not included in the list of Shareholders entitled to participate in the General Meeting, the Company

may demand the presentation of documents confirming that the demanding party is truly a Shareholder on the date of forming such a demand.

III. Access to documentation and other information

- 1) Any information and documents to be presented to the General Meeting together with draft resolutions, shall be placed at the Company's website: www.orange-ir.pl in AGM section beginning on the day the General Meeting has been convened.
- 2) The draft of the new consolidated text of the Company's Articles of Association, together with a list of new or amended provisions of the Articles of Association are posted on the Company's website at: www.orange-ir.pl.
- 3) The Management Board's report on the activities, financial statements, the Supervisory Board's report and audit reports are posted on the Company's website at: www.orange-ir.pl.
- 4) The proceedings of the General Meeting will be transmitted via the Internet. The link to the transmission enabling real-time reception of the General Meeting in Polish and English will be posted on the Company's website www.orange-ir.pl a week prior to the General Meeting.
- 5) Information related to the processing of personal data by the Company is available at: www.orange-ir.pl.

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on nomination of the Chairman of the Annual General Meeting

§ 1

The Annual General Meeting nominates as the Chairmen
of the Annual General Meeting.

§ 2

The resolution enters into force upon adoption.

point 4

of the meeting agenda

Review of:

- a) the Orange Polska S.A. separate financial statements for the 2025 financial year,
- b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2025 financial year,
- c) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A., and the IFRS consolidated financial statements for the 2025 financial year,
- d) the Report of the Orange Polska S.A. Supervisory Board for the 2025 financial year,
- e) the Report of the Supervisory Board on remuneration in 2025,

Uchwała nr 8/26

(Resolution no. 8/26)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 12.03.2026

podjęta w trybie pisemnym (passed by circulation)

w sprawie przyjęcia jednostkowego sprawozdania finansowego Orange Polska S.A. za rok obrotowy 2025 sporządzonego według Międzynarodowych Standardów Sprawozdawczości Finansowej

on approval of the IFRS separate financial statements of Orange Polska S.A. for 2025

§ 1

Zarząd Orange Polska S.A. przyjmuje sprawozdanie finansowe Spółki Orange Polska S.A. za rok obrotowy 2025 sporządzone według Międzynarodowych Standardów Sprawozdawczości Finansowej, w skład którego wchodzi:

- 1) rachunek zysków i strat za 2025 rok, wykazujący zysk netto w kwocie 813 mln zł (słownie: osiemset trzysta trzy miliony złotych),
- 2) sprawozdanie z całkowitych dochodów za 2025 rok, wykazujące całkowite dochody ogółem w kwocie 711 mln zł (słownie: siedemset jedenaście milionów złotych),
- 3) sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2025 roku, zamykające się sumą bilansową 26.012 mln zł (słownie: dwadzieścia sześć miliardów dwanaście milionów złotych),
- 4) sprawozdanie ze zmian w kapitale własnym za 2025 rok, wykazujące zwiększenie stanu kapitałów własnych o kwotę 21 mln zł (słownie: dwadzieścia jeden milionów złotych),
- 5) sprawozdanie z przepływów pieniężnych za 2025 rok, wykazujące zmniejszenie stanu środków pieniężnych i ekwiwalentów środków pieniężnych o kwotę 8 mln zł (słownie: osiem milionów złotych),
- 6) noty do sprawozdania finansowego.

§ 2

Sprawozdanie, o którym mowa w § 1, stanowi załącznik nr 1 do niniejszej uchwały.

§ 3

1. Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem o rozpatrzenie i zatwierdzenie sprawozdania, o którym mowa w § 1.
2. Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej sprawozdanie, o którym mowa w § 1, celem dokonania jego oceny.
3. Projekt stosownej uchwały Zwyczajnego Walnego Zgromadzenia stanowi załącznik nr 2 do niniejszej uchwały.

§ 1

Orange Polska S.A. Management Board approves the Orange Polska S.A. IFRS separate financial statements for the 2025 financial year, which include:

- 1) income statement for 2025 showing net income of PLN 813 million (in words: PLN eight hundred and thirteen million),
- 2) statement of comprehensive income for 2025 showing total comprehensive income of PLN 711 million (in words: PLN seven hundred and eleven million),
- 3) statement of financial position as at 31 December 2025, with the balance sheet total of PLN 26,012 million (in words: PLN twenty six billion twelve million),
- 4) statement of changes in equity for 2025 showing an increase in equity by PLN 21 million (in words: PLN twenty one million),
- 5) statement of cash flows for 2025 showing a decrease in cash and cash equivalents by PLN 8 million (in words: PLN eight million),
- 6) notes to the financial statements.

§ 2

The statements, referred to in § 1, have been included in attachment 1 to hereby resolution.

§ 3

1. Orange Polska S.A. Management Board requests the Annual General Meeting to review and approve the statements, referred to in § 1.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the statements, referred to in § 1 for appraisal.
3. The draft resolution of the Annual General Meeting has been included in attachment 2 to hereby resolution.

(English text of the resolution is the translation)

Financial statements

of Orange Polska S.A. for 2025

(separate document)

Uchwała nr 4/26

(Resolution no. 4/26)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 17.02.2026

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie wniosku Zarządu Orange Polska S.A. dotyczącego podziału zysku Orange Polska S.A. oraz przeznaczenia części środków z kapitału zapasowego na wypłatę dywidendy

on Management Board's motion on distribution of the Orange Polska S.A. profit and use of part of the financial means from the supplementary capital for distribution of the dividend

§ 1

Zarząd Orange Polska S.A. przyjmuje następujący wniosek dotyczący podziału zysku netto Spółki Orange Polska S.A. za rok obrotowy 2025 w kwocie 812.853.584,56 zł (słownie: osiemset dwanaście milionów osiemset pięćdziesiąt trzy tysiące pięćset osiemdziesiąt cztery złote pięćdziesiąt sześć groszy):

- 1) na dywidendę – 796.596.512,87 zł (słownie: siedemset dziewięćdziesiąt sześć milionów pięćset dziewięćdziesiąt sześć tysięcy pięćset dwanaście złotych osiemdziesiąt siedem groszy).
- 2) na kapitał rezerwowy, o którym mowa w § 30 ust. 3 Statutu Spółki – 16.257.071,69 zł (słownie: szesnaście milionów dwieście pięćdziesiąt siedem tysięcy siedemdziesiąt jeden złotych sześćdziesiąt dziewięć groszy).

§ 2

- 1) Kwota dywidendy wynosić będzie 61 groszy (słownie: sześćdziesiąt jeden groszy) na każdą uprawnioną akcję. W tym celu postanawia się przenieść i przeznaczyć na wypłatę dywidendy część środków z kapitału zapasowego w kwocie 3.941.549,32 zł (słownie: trzy miliony dziewięćset czterdzieści jeden tysięcy pięćset czterdzieści dziewięć złotych trzydzieści dwa grosze).
- 2) Łączna kwota na wypłatę dywidendy wynosić będzie 800.538.062,19 zł (słownie: osiemset milionów pięćset trzydzieści osiem tysięcy sześćdziesiąt dwa złote dziewięćdziesiąt dwa groszy).

§ 3

- 1) Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem dotyczącym podziału zysku netto Orange Polska S.A. za rok obrotowy 2025 oraz przeznaczenia części środków z kapitału zapasowego na wypłatę dywidendy, o którym mowa w § 1 i § 2.
- 2) Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej wniosek, o którym mowa w § 1 i § 2 celem dokonania jego oceny.
- 3) Projekt stosownej uchwały Zwyczajnego Walnego Zgromadzenia stanowi załącznik do niniejszej uchwały.

§ 1

Orange Polska S.A. Management Board adopts the following motion on distribution of the Orange Polska S.A. net income for the 2025 financial year of PLN 812,853,584.56 (in words: PLN eight hundred and twelve million eight hundred and fifty three thousand five hundred and eighty four 56/100):

- 1) for a dividend – PLN 796,596,512.87 (in words: PLN seven hundred and ninety six million five hundred and ninety six thousand five hundred and twelve 87/100).
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 16,257,071.69 (in words: PLN sixteen million two hundred and fifty seven thousand seventy one 69/100).

§ 2

- 1) The amount of dividend shall be 61 groszy (in words: sixty one groszy) for each entitled share. For this purpose, part of the funds from the supplementary capital in the amount of PLN 3,941,549.32 (in words: PLN three million nine hundred and forty one thousand five hundred and forty nine 32/100) shall be allocated and distributed for the dividend.
- 2) Total amount for distribution of the dividend shall be PLN 800,538,062.19 (in words: PLN eight hundred million five hundred and thirty eight thousand sixty two 19/100).

§ 3

- 1) Orange Polska S.A. Management Board decides to move to the Annual General Meeting a motion on distribution of the Orange Polska S.A. profit for the 2025 financial year and use of a part of the financial means from the supplementary capital for distribution of the dividend, referred to in § 1 and § 2.
- 2) Orange Polska S.A. Management Board decides to submit to the Supervisory Board a motion, referred to in § 1 and § 2, for appraisal.
- 3) Draft of the relevant Annual General Meeting resolution has been included in attachment to this resolution.
(English text of the resolution is the translation)

Uchwała nr 9/26

(Resolution no. 9/26)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 12.03.2026

podjęta w trybie pismnym (passed by circulation)

w sprawie przyjęcia sprawozdania Zarządu z działalności Grupy Kapitałowej Orange Polska oraz Orange Polska S.A. w roku obrotowym 2025 i skonsolidowanego sprawozdania finansowego za rok obrotowy 2025 sporządzonego według Międzynarodowych Standardów Sprawozdawczości Finansowej

§ 1

Zarząd Orange Polska S.A. przyjmuje sprawozdanie Zarządu z działalności Grupy Kapitałowej Orange Polska oraz Orange Polska S.A. w roku obrotowym 2025.

§ 2

Zarząd Orange Polska S.A. przyjmuje skonsolidowane sprawozdanie finansowe Grupy Kapitałowej Orange Polska za rok obrotowy 2025 sporządzone według Międzynarodowych Standardów Sprawozdawczości Finansowej, w skład którego wchodzi:

- 1) skonsolidowany rachunek zysków i strat za 2025 rok, wykazujący zysk netto w kwocie 762 mln zł (słownie: siedemset sześćdziesiąt dwa miliony złotych), w tym zysk netto przypisany właścicielom Orange Polska S.A. w kwocie 762 mln zł (słownie: siedemset sześćdziesiąt dwa miliony złotych),
- 2) skonsolidowane sprawozdanie z całkowitych dochodów za 2025 rok, wykazujące całkowite dochody ogółem w kwocie 575 mln zł (słownie: pięćset siedemdziesiąt pięć milionów złotych), w tym całkowite dochody ogółem przypisane właścicielom Orange Polska S.A. w kwocie 575 mln zł (słownie: pięćset siedemdziesiąt pięć milionów złotych),
- 3) skonsolidowane sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2025 roku, zamykające się sumą bilansową 27.008 mln zł (słownie: dwadzieścia siedem miliardów osiem milionów złotych),
- 4) skonsolidowane sprawozdanie ze zmian w kapitale własnym za 2025 rok, wykazujące zmniejszenie stanu kapitału własnego razem o kwotę 115 mln zł (słownie: sto piętnaście milionów złotych), w tym zmniejszenie stanu kapitału własnego przypisanego właścicielom Orange Polska S.A. o kwotę 115 mln zł (słownie: sto piętnaście milionów złotych),
- 5) skonsolidowane sprawozdanie z przepływów pieniężnych za 2025 rok, wykazujące zmniejszenie stanu środków pieniężnych i ekwiwalentów środków pieniężnych o kwotę 28 mln zł (słownie: dwadzieścia osiem milionów złotych),
- 6) noty do skonsolidowanego sprawozdania finansowego.

on approval of the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2025 and the IFRS consolidated financial statements for 2025

§ 1

Orange Polska S.A. Management Board approves the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2025.

§ 2

Orange Polska S.A. Management Board approves the Orange Polska Group IFRS consolidated financial statements for the 2025 financial year, which include:

- 1) consolidated income statement for 2025 showing net income of PLN 762 million (in words: PLN seven hundred and sixty two million), including net income attributable to owners of Orange Polska S.A. of PLN 762 million (in words: PLN seven hundred and sixty two million),
- 2) consolidated statement of comprehensive income for 2025 showing total comprehensive income of PLN 575 million (in words: PLN five hundred and seventy five million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 575 million (in words: PLN five hundred and seventy five million),
- 3) consolidated statement of financial position as at 31 December 2025, with the balance sheet total of PLN 27,008 million (in words: PLN twenty seven billion eight million),
- 4) consolidated statement of changes in equity for 2025 showing a decrease in total equity by PLN 115 million (in words: PLN one hundred and fifteen million), including a decrease in equity attributable to owners of Orange Polska S.A. by PLN 115 million (in words: PLN one hundred and fifteen million),
- 5) consolidated statement of cash flows for 2025 showing a decrease in cash and cash equivalents by PLN 28 million (in words: PLN twenty eight million),
- 6) notes to the consolidated financial statements.

§ 3

Sprawozdania, o których mowa w § 1 i § 2, stanowią załącznik nr 1 do niniejszej uchwały.

§ 4

1. Zarząd Orange Polska S.A. postanawia wystąpić do Zwyczajnego Walnego Zgromadzenia z wnioskiem o rozpatrzenie i zatwierdzenie sprawozdań, o których mowa w § 1 i § 2.
2. Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej sprawozdania, o których mowa w § 1 i § 2, celem dokonania ich oceny.
3. Projekty stosownych uchwał Zwyczajnego Walnego Zgromadzenia stanowią załączniki nr 2 i 3 do niniejszej uchwały.

§ 3

The reports and statements, referred to in § 1 and § 2, have been included in attachment 1 to hereby resolution.

§ 4

1. Orange Polska S.A. Management Board requests the Annual General Meeting to review and approve the report and statements, referred to in § 1 and § 2.
2. Orange Polska S.A. Management Board decides to submit to the Supervisory Board the report and statements, referred to in § 1 and § 2 for appraisal.
3. The draft resolutions of the Annual General Meeting have been included in attachments 2 and 3.

(English text of the resolution is the translation)

Liudmiła Clímoc

Jolanta Dudek

Bożena Leśniewska

Witold Drożdż

Piotr Jaworski

Jacek Kowalski

Jacek Kunicki

Maciej Nowohoński

Consolidated financial statements

and the Management Board's report on the activity of
Orange Polska Group and Orange Polska S.A. for 2025

(separate document)

Uchwała nr 10/26

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 10.03.2026 r.

w sprawie przyjęcia oceny sprawozdań finansowych oraz sprawozdania Zarządu z działalności za rok obrotowy 2025

Na podstawie art. 382 Kodeksu spółek handlowych oraz § 23 ust. 2 pkt 1-3 i ust. 3 Statutu Spółki, uchwała się, co następuje:

§ 1

Rada Nadzorcza przyjmuje ocenę sprawozdań finansowych oraz sprawozdania Zarządu z działalności Grupy Kapitałowej Orange Polska i Orange Polska S.A. za rok obrotowy 2025, stanowiącą załącznik do niniejszej uchwały oraz postanawia przedłożyć ją Zwyczajnemu Walnemu Zgromadzeniu.

§ 2

Uchwała wchodzi w życie z chwilą podpisania ostatniego z następujących dokumentów:

- (i) sprawozdań Zarządu, o których mowa w § 1,
- (ii) raportu biegłego rewidenta z badania ww. sprawozdań oraz
- (iii) raportu biegłego rewidenta z atestacji sprawozdawczości zrównoważonego rozwoju Grupy Kapitałowej Orange Polska

w wersji zaprezentowanej Radzie Nadzorczej w dniu 10 marca 2026 r.

on adoption of the appraisal of the financial statements and the Management Board's report on activity for the 2025 financial year

Pursuant to article 382 of the Commercial Companies Code and § 23 clause 2 items 1-3 and clause 3 of the Company's Articles of Association, the following is resolved:

§ 1

The Supervisory Board adopts the appraisal of the financial statements and the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. for the 2025 financial year, annexed hereto, and decides to submit it to the Annual General Meeting.

§ 2

The resolution enters into force upon signing the last of the following documents:

- (i) the Management Board's reports referred to in § 1,
- (ii) the statutory auditor's report on the audit of the above-mentioned reports and
- (iii) the statutory auditor's report on the attestation of sustainability reporting of Orange Polska Capital Group

as presented to the Supervisory Board on 10 March 2026.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. Clarisse Heriard Dubreuil

8. John Russell Houlden

9. Usman Javaid

10. Monika Nachyła

11. Maria Pasto-Wiśniewska

12. Adam Uszpolewicz

13. Jean-Marc Vignolles

14. Etienne Vincens de Tapol

Attachment

*to the Supervisory Board resolution
no. 10/26 dated 10 March 2026*

**APPRAISAL OF THE FINANCIAL STATEMENTS
AND THE MANAGEMENT BOARD'S REPORT ON THE ACTIVITY IN 2025**

The Supervisory Board has examined and appraised the following documents:

- 1) IFRS separate financial statements of Orange Polska S.A. for 2025, that include:
 - a) income statement for 2025, showing net income of PLN 813 million,
 - b) statement of comprehensive income for 2025, showing total comprehensive income of PLN 711 million,
 - c) statement of financial position as at 31.12.2025, with the balance sheet total of PLN 26,012 million,
 - d) statement of changes in equity for 2025, showing an increase in equity by PLN 21 million,
 - e) statement of cash flows for 2025, showing a decrease in net cash and cash equivalents by PLN 8 million,
 - f) notes to financial statements;
- 2) Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2025;
- 3) IFRS consolidated financial statements of the Orange Polska Group for 2025, that include:
 - a) consolidated income statement for 2025, showing net income of PLN 762 million, including net income attributable to owners of Orange Polska S.A. of PLN 762 million,
 - b) consolidated statement of comprehensive income for 2025, showing total comprehensive income of PLN 575 million, including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 575 million,
 - c) consolidated statement of financial position as at 31.12.2025, with the balance sheet total of PLN 27,008 million,
 - d) consolidated statement of changes in equity for 2025, showing a decrease in total equity by PLN 115 million, including a decrease in equity attributable to owners of Orange Polska S.A. by PLN 115 million,
 - e) consolidated statement of cash flows for 2025, showing a decrease in net cash and cash equivalents by PLN 28 million,
 - f) notes to consolidated financial statements.

Having analysed the above-mentioned documents and taking into consideration the independent auditor's reports on the audit of the annual standalone financial statements of Orange Polska S.A., the consolidated financial statements of Orange Polska Group and assurance report on the sustainability reporting of Orange Polska Group for the year ended 31 December 2025, the Supervisory Board hereby states that:

- IFRS separate financial statements of Orange Polska S.A. for 2025,
- Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2025, and
- IFRS consolidated financial statements of the Orange Polska Group for 2025

have been drawn up in compliance with the books and documents, the factual status and mandatory legal provisions, and that they provide a complete and fair picture of the operational and financial standing of Orange Polska S.A. and the Orange Polska Group. The Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2025 has been drawn up in all major aspects on the basis of the financial data contained in the standalone and consolidated financial statements for 2025. The Management Board's Report contains a description of all material events that may have influence on Orange Polska S.A.'s property and financial standing in at least several quarters as well as a description of all material risks.

(English text of this attachment is the translation)

Uchwała nr 12/26

(Resolution no.)

Rady Nadzorczej
(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 10.03.2026 r.

w sprawie przyjęcia sprawozdania Rady Nadzorczej za rok obrotowy 2025

on adoption of the Supervisory Board's report for the 2025 financial year

Na podstawie art. 382 § 3 Kodeksu spółek handlowych oraz § 23 ust. 1 i 2 pkt 1)-3) Statutu Spółki, uchwała się, co następuje:

Pursuant to article 382 § 3 of the Commercial Companies Code and § 23 clause 1 and 2 items 1)-3) of the Company's Articles of Association, the following is resolved:

§ 1

Rada Nadzorcza przyjmuje Sprawozdanie za rok obrotowy 2025, stanowiące załącznik do niniejszej uchwały oraz postanawia przedłożyć je Zwyczajnemu Walnemu Zgromadzeniu do zatwierdzenia.

§ 1

The Supervisory Board adopts the Report for the 2025 financial year, annexed hereto, and decides to submit it to the Annual General Meeting for approval.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. Clarisse Heriard Dubreuil

8. John Russell Houlden

9. Usman Javaid

10. Monika Nachyła

11. Maria Pasło-Wiśniewska

12. Adam Uszpolewicz

13. Jean-Marc Vignolles

14. Etienne Vincens de Tapol

Attachment

*to the Supervisory Board resolution
no. 12/26 dated 10 March 2026*

ORANGE POLSKA S.A.
THE SUPERVISORY BOARD'S REPORT
for the 2025 financial year

The Supervisory Board's report for the 2025 financial year includes:

- 1) letter from the Chairman of the Supervisory Board,
- 2) information about the members of the Supervisory Board and its committees,
- 3) information regarding the degree of implementation of the diversity policy applicable to the management board and the supervisory board,
- 4) summary of the activity of the Supervisory Board and its committees,
- 5) appraisal of the fulfilment by the Management Board of information obligations to the Supervisory Board and the manner of providing,
- 6) information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year,
- 7) appraisal of the Management Board's annual reports,
- 8) appraisal of the Management Board's proposal regarding the distribution of profit,
- 9) assessment of the Orange Polska Group's standing,
- 10) assessment of the Group's system of internal control, risk management and compliance systems and the internal audit,
- 11) assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the related disclosure obligations,
- 12) assessment of the rationality of the sponsorship and social policy,
- 13) recommendations for the Annual General Meeting.

1. Letter from the Chairman of the Supervisory Board

Dear shareholders,

The Lead the Future strategy opened a new chapter of growth for Orange Polska in 2025. In the view of the Supervisory Board, the operational and financial results achieved last year demonstrate that it was a strong start to the new strategy. The company made good progress across all key strategic pillars and laid a solid foundation for the coming years. Value creation for shareholders was evidenced by strong growth in key financial metrics—revenues, EBITDAaL, and organic cash flow—along with a 47% total shareholder return resulting from share price appreciation and dividends paid.

The Supervisory Board closely monitored developments regarding the process of distributing 5G frequencies in the 700–800 MHz bands. During the consultation process conducted in late 2024, the starting price in the auction was significantly lowered following constructive dialogue with the regulator. The new coverage spectrum was a key element in a significant boost to 5G coverage, which has reached almost 85% by the end of 2025 (up from less than 40% in 2024). This underscores the company's commitment to providing our customers with the fastest, most reliable, and trusted connectivity. The acquisition of the licence for 700 MHz has completed new spectrum acquisitions related to 5G, which means that future cash flows will be more predictable.

The deregulation decision obtained by the company from the market regulator in January 2026, following many months of analysis, symbolically confirms that the broadband market in Poland is fully competitive. It enables greater flexibility in pricing, faster responses to market changes, and the acceleration of copper decommissioning. The latter is particularly important in light of the company's ambitious transformation programme.

The agenda of the Supervisory Board in 2025 also included topics related to Światłowód Inwestycje, the highly successful FibreCo in which the company owns a 50% stake. Firstly, the Board discussed the new investment plan for the next three years and the associated capital requirements. Secondly, the acquisition of Nexera, which will be contributed to Światłowód Inwestycje following regulatory approval, was also discussed. The business rationale is strong: the networks of Światłowód Inwestycje and Nexera are highly complementary, and the transaction is expected to generate significant operational and cost synergies in the long term.

Management presented to the Supervisory Board the results of the annual employee satisfaction survey, along with a plan outlining the implementation of its key conclusions. People are essential to the success of any strategy. That is why employee satisfaction and staying informed about their feedback—regarding what they value and what needs improvement—are crucial for the Supervisory Board. The Management Board outlined the key directions for action across various areas.

As in previous years, the Supervisory Board was also involved in all other decisions of key significance for Orange Polska. We monitored the Management Board's governance in managing the business to ensure that these activities were appropriate, efficient, lawful, and in compliance with legal provisions, internal standards, and policies. At each meeting, the Supervisory Board reviewed in detail the company's current financial and operational results compared to the budget adopted at the beginning of the year. Further details of the Supervisory Board's assessment of Orange Polska's performance are presented later in this report.

The frequency of the Supervisory Board and its Committees' meetings mean that we are in close contact with the Management Board. In 2025, 6 meetings of the Supervisory Board and 17 meetings of its Committees took place. The average participation rate was 94%.

While the market environment continues to be demanding, I am fully confident that the company has an excellent strategy to effectively address the challenges—an effort that will be supported by the Supervisory Board. Operating in an attractive market, we are guided in our activities by a long-term focus on creating value for all our shareholders.

Maciej Witucki

Chairman of the Supervisory Board

2. Information about the members of the Supervisory Board and its committees

Composition of the Supervisory Board

Composition on 1 January 2025:

1. Maciej Witucki - Chairman
2. Marie-Noëlle Jégo-Laveissière - Deputy Chairwoman
3. Laurent Martinez - Deputy Chairman
4. Marc Ricau - Secretary
5. Philippe Béguin - Board Member
6. Bénédicte David - Board Member
7. Bartosz Dobrzyński - Independent Board Member
8. John Russell Houlden - Independent Board Member and Chairman of the Audit Committee
9. Clarisse Heriard-Dubreuil - Board Member
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 17 April 2025, the mandates of the following persons expired: Bartosz Dobrzyński, Monika Nachyła, Marc Ricau and Maciej Witucki.

On the same day, the Annual General Meeting appointed the above-mentioned persons to the Supervisory Board for a new term of office.

Composition on 31 December 2025:

15. Maciej Witucki - Chairman
16. Marie-Noëlle Jégo-Laveissière - Deputy Chairwoman
17. Laurent Martinez - Deputy Chairman
18. Marc Ricau - Secretary
19. Philippe Béguin - Board Member
20. Bénédicte David - Board Member
21. Bartosz Dobrzyński - Independent Board Member
22. John Russell Houlden - Independent Board Member and Chairman of the Audit Committee
23. Clarisse Heriard-Dubreuil - Board Member
24. Monika Nachyła - Independent Board Member
25. Maria Pasło-Wiśniewska PhD - Independent Board Member and Chairwoman of the Remuneration Committee
26. Adam Uszpolewicz - Independent Board Member
27. Jean-Marc Vignolles - Board Member and Chairman of the Strategy Committee
28. Etienne Vincens de Tapol - Board Member

As of 30 January 2026, Laurent Martinez resigned his position.

In connection with the aforementioned resignation, on 17 February 2026, Usman Javaid was appointed by the Supervisory Board as its Member.

As at 31 December 2025, five members of the Supervisory Board met the independence criteria referred to in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision and in the Company's Articles of Association, namely: Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD and Adam Uszpolewicz.

The Supervisory Board assesses that there are no relationships or circumstances that may affect the independence of the above Supervisory Board members.

Seven members of the Supervisory Board had no actual and material relations with any shareholders who hold at least 5% of the total vote in the Company, namely: Maciej Witucki, Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD, Adam Uszpolewicz and Jean-Marc Vignolles.

Committees of the Supervisory Board

Three permanent committees operate within the Supervisory Board. Their composition on 31 December 2025 was the following:

1. **Audit Committee:**

- 1) John Russell Houlden – Chairman
- 2) Monika Nachyła
- 3) Marc Ricau
- 4) Adam Uszpolewicz
- 5) 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.

Until 17 April 2025, Bartosz Dobrzyński was also a member of the Audit Committee.

2. **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 2025.

3. **Strategy Committee:**

- 1) Jean-Marc Vignolles– Chairman
- 2) Philippe Béguin
- 3) Bénédicte David
- 4) Bartosz Dobrzyński
- 5) Monika Nachyła
- 6) Dr. Maria Pasło-Wiśniewska

There were no changes in the composition of the Strategy Committee in 2025.

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 the Supervisory Board together with the Annual General Meetings on which their mandates expire.

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

3. Information regarding the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board

Since 2016, the Company had a Diversity Management Policy presented in a single comprehensive document outlining diversity policy for various areas of management.

In addition, following the Best Practices of Listed Companies 2021 issued by the Warsaw Stock Exchange on 3 November 2021 the Supervisory Board adopted the diversity management policy for Members of the Management Board. Following suit, the Annual General Meeting adopted the diversity management policy for Members of the Supervisory Board on 22 April 2022.

The purpose of the Policy is to:

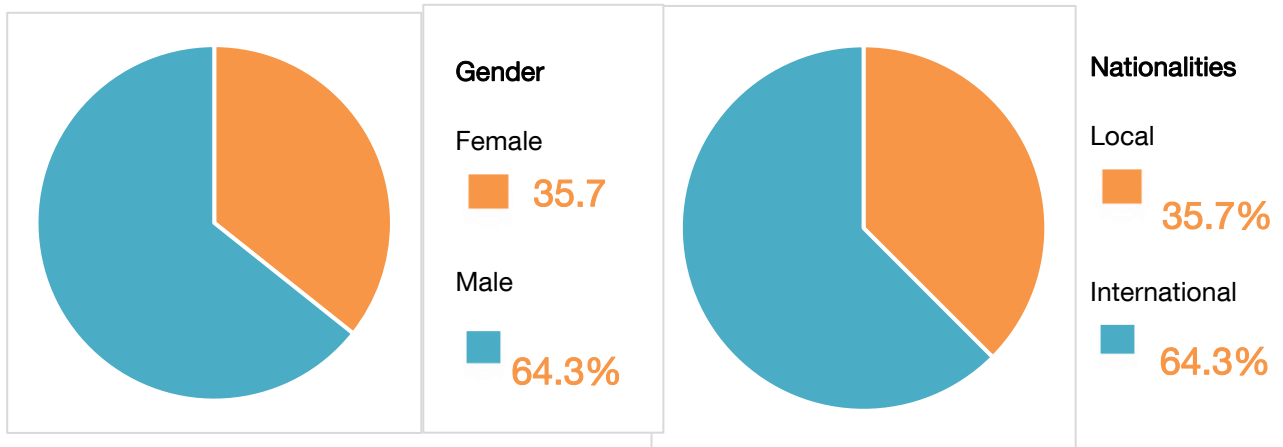
- 1) determine the standards that must be met for positions in the Company's Management bodies to be occupied by persons with appropriate qualifications, substantive knowledge, skills, professional experience, predispositions and reputation appropriate to perform such function.
- 2) Implement solutions for equal treatment and diversity in relation to the Management Board of Orange Polska.

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

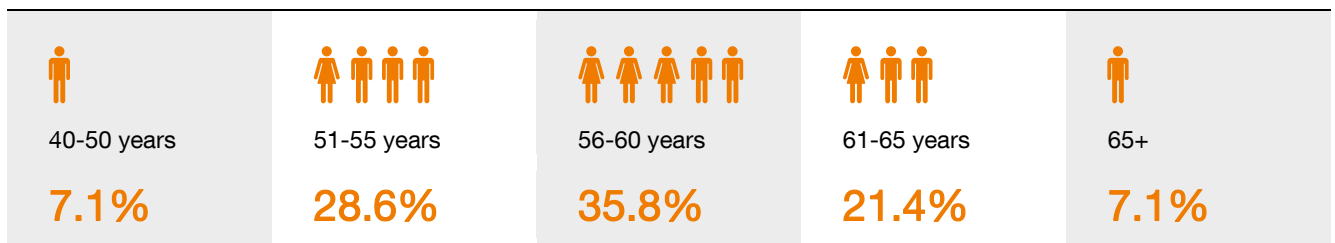
1. is guided by the transparency of the principles and criteria for selecting candidates.
2. makes decisions on the selection of members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates.
3. ensures that the members of management bodies include people of diverse gender, age, specialist knowledge, education and professional experience.
4. and, with regard to gender diversity, aims to maintain the participation of women at a level of no less than 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.

Supervisory Board diversity



Supervisory Board age profile



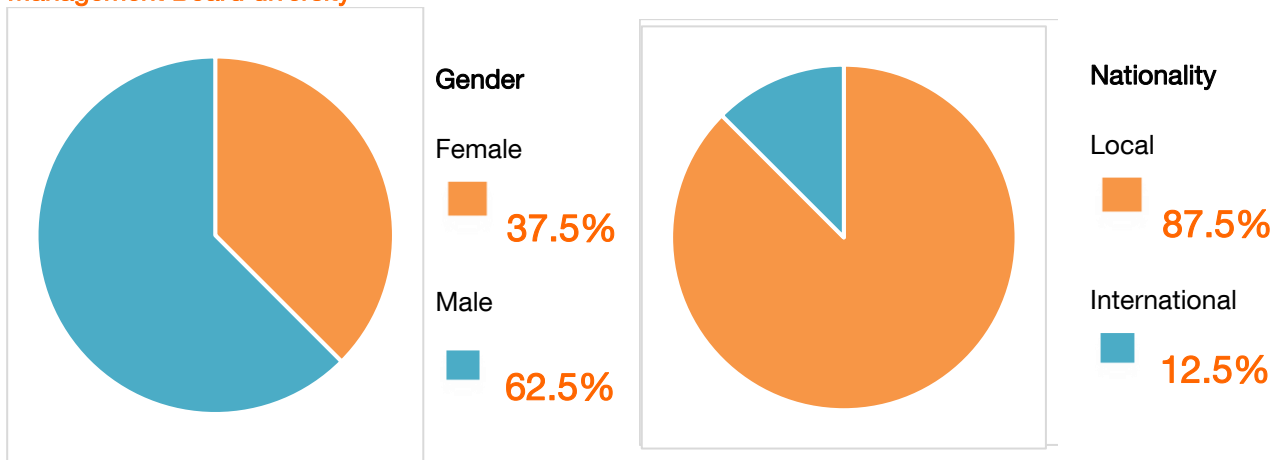
Supervisory Board length of tenure

0-2 years	4 people	Clarisse Heriard Dubreuil, Usman Javaid, Adam Uszpolewicz, Etienne Vincens de Tapol
3-4 years	3 people	Philippe Béguin, Bénédicte David, Bartosz Dobrzyński
5-6 years	2 people	Marie-Noëlle Jégo-Laveissière, Monika Nachyła
6+ years	5 people	Maciej Witucki, Marc Ricau, John Russell Houlden, Maria Paśło-Wiśniewska, Jean-Marc Vignolles

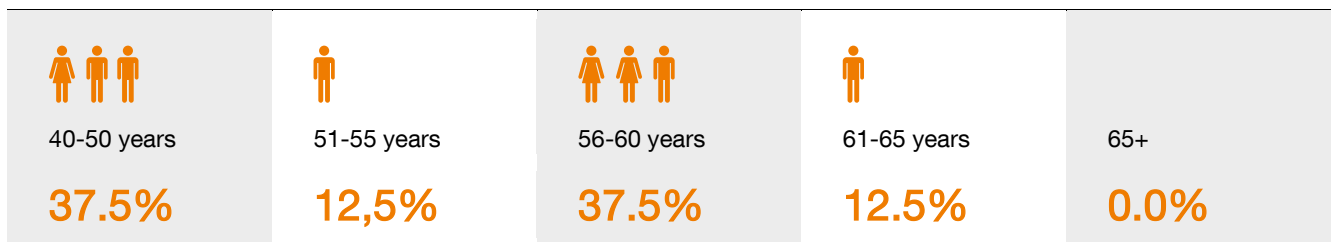
Supervisory Board skills matrix

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											
Phillippe Béguin											
Bénédicte David											
Bartosz Dobrzyński											
Clarisse Herliard Dubreuil											
John Russell Houlden											
Monika Nachyła											
dr Maria Pasło-Wiśniewska											
Adam Uszpolewicz											
Jean-Marc Vignolles											
Etienne Vincens de Tapol											

Management Board diversity



Management Board age profile



Management Board length of tenure

0-2 years	0 people	
3-4 years	1 person	Liudmila Climoc
5-6 years	1 person	Jacek Kunicki
6+ years	6 people	Jolanta Dudek, Bożena Leśniewska, Witold Drożdż, Piotr Jaworski, Jacek Kowalski, Maciej Nowohoński

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 Climoc											
Jolanta Dudek											
Bożena Leśniewska											
Witold Drożdż											
Piotr Jaworski											
Jacek Kowalski											
Jacek Kunicki											
Maciej Nowohoński											

4. The summary of the activity of the Supervisory Board and its committees

The Supervisory Board, acting in compliance with the provisions of the Commercial Companies Code and the Company's Articles of Association, exercised permanent supervision over the Company's operations in all fields of its activities.

In 2025 the Supervisory Board fulfilled its duties resulting from the provisions of the Commercial Companies Code including the appraisal of the Orange Polska financial statements, the Management Board's report on activity and the Management Board's motion on distributing the Company's profit for the 2024 financial year and filing with the General Meeting reports presenting the results of the above mentioned appraisals.

The Supervisory Board took due care to ensure that the Management Board's reports and the financial statements were in compliance with the law.

The Supervisory Board also executed its rights and obligations arising from the Company's Articles of Association and the Best Practice for GPW Listed Companies 2021, of which the following should be mentioned:

- 1) stating an opinion on motions submitted by or via the Management Board to the General Meeting,
- 2) stating an opinion on Orange Polska S.A. and Orange Polska Group budget,
- 3) stating an opinion on 2025-2028 Strategy,
- 4) submitting the report on remuneration to the General Meeting,
- 5) preparing the report on the Supervisory Board's activity in 2024.

On the Supervisory Board's agenda for 2025

Throughout 2025, the Supervisory Board mainly focused on the following issues:

a) New Orange Polska strategy

The Supervisory Board and its Strategy Committee discussed and approved new Orange Polska strategy for 2025-2026. The discussions included market context and the details of the communication plan that took place in March 2025. One of the points of special attention was transformation plan which is one of the key elements that differs Lead the Future from the previous .Grow strategy. Transformation will be conducted across all company's functions and is expected to result in significant efficiency increase leading to better profit margin and cash conversion.

b) 700/800 MHz spectrum distribution

The Supervisory Board closely monitored developments around the process of distribution of 5G frequencies in the 700-800 MHz bands. This followed previous year's consultation process in which the starting price was considerably lowered by the regulator. Despite not balanced demand and supply (four operators were bidding for seven blocks, each of them allowed to bid for two blocks) Orange Polska secured licence for two blocks in 700MHz spectrum at the starting price of PLN 712 million. The 700 MHz spectrum is important for enhancing coverage and improving quality of our services in non-urban areas.

c) New investment programme for Światłowód Inwestycje

Another topic discussed at the meetings of both the Supervisory Board and its Strategy Committee was the second investment programme for Światłowód Inwestycje, FiberCo that the Group owns in 50%. 2025 was the last year of the initial programme set in 2021 when this company was established as the JV between Orange Polska and APG. Supervisory Board shared management's opinion that performance of this FiberCo is exemplary one on the European landscape. Światłowód Inwestycje is very effective in converting homes passed into homes connected. Based on this success it was decided to launch another investment programme which assumes rollout to a half a million of new households over the next three years and to another 200,000 in the following few years to densify already covered areas. And as a result, Światłowód Inwestycje network intends to reach coverage of 3.1 million households in Poland. In June 2025 Światłowód Inwestycje raised PLN 3.7 billion zloty to refinance the outstanding debt and to secure funds for the second investment plan, which was a key milestone for this project.

d) Acquisition of Nexera

Orange Polska strategy assumes expansion of fibre reach through selected acquisitions. Acquisition of Nexera was a particular case because this is much larger operator compared to the previous transactions involving small local fibre networks and that the transaction is jointly conducted by Orange Polska and APG. Supervisory Board and the Strategy Committee monitored progress in negotiations and discussed terms of this transaction. Clear advantage is that networks of Światłowód Inwestycje and Nexera are highly complementary as they are fully built in FTTH technology, located in attractive wholesale regions with very limited overlap between each other. The transaction, when approved by regulators, is expected to result in significant operational and cost synergies.

e) Results of the employee opinion survey

The management has presented the results of the annual employee survey to the Supervisory Board, along with a plan for implementation of its key conclusions. People are essential to the success of any strategy. That is why employee satisfaction - and staying updated on employee feedback regarding what they value and what needs improvement - is crucial for the Supervisory Board. The Management Board presented key action directions to reduce workload by focusing on priorities, enhance collaboration across various areas, and ensure that diverse employee groups feel valued at Orange.

f) Incentive program for key managers

In 2021, Orange Polska launched a long-term incentive plan for the management and key managers based on phantom shares. In 2025, the second Series of this incentive plan expired and was settled. The objectives assigned to the success indicators were achieved at an average level of 85%. The prerequisite for the redemption of phantom shares has been met. The Supervisory Board approved a buy-out of this programme and also approved previously discussed the launch of a fourth Series of the program for the years 2024-2026. It also approved the fifth Series for the years 2025-2027. In the fifth Series the Supervisory Board approved the change of the calculation methodology of the KPI related to the share price. The new methodology compares the total shareholder return on Orange Polska shares to the return of the WIG20 Index and the selected group of European telecom stocks.

e) Monitoring of operating and financial results and budget execution

The Supervisory Board constantly monitored Orange Polska's operational and financial results and the execution of the 2025 budget. Every meeting included update on the current results. Last year's achievement illustrate that 2025 was a strong start to the new strategy. One of the points of the discussions was outlook for eCapex given the lower-than-expected sales of real estate. Finally, the Group managed the investments very efficiently, meeting the eCapex guidance at its low end.

The Supervisory Board met 6 times in 2025.

The attendance at the Supervisory Board's meetings was 86.9% and 93.6 % including its committees.

Supervisory Board attendance register 2025

	Supervisory Board	Audit Committee	Remuneration Committee	Strategy Committee
Maciej Witucki	4/6			
Marie-Noëlle Jégo-Laveissière	6/6			
Laurent Martinez	3/6			
Marc Ricau	6/6	8/8	5/5	
Philippe Béguin	5/6			4/4
Bénédicte David	6/6		5/5	4/4
Bartosz Dobrzyński	5/6	3/3	5/5	4/4
Clarisse Heriard Dubreuil	6/6			
John Russell Houlden	6/6	8/8		
Monika Nachyła	4/6	8/8		4/4
Maria Pasło-Wiśniewska	6/6		5/5	4/4
Adam Uszpolewicz	5/6	8/8		
Jean-Marc Vignolles	6/6			4/4
Etienne Vincens de Tapol	5/6	8/8		

**) Actual number of meetings attended / Maximum number of scheduled meetings which the directors could have attended*

The Supervisory Board regularly monitored the execution of its resolutions and recommendations, analysing the information presented by the Management Board.

The Supervisory Board formulated a number of recommendations, remarks and motions to the Management Board, referring to different aspects of the Company's operations.

The Supervisory Board used in its operations opinions of its Committees (the Audit Committee, the Remuneration Committee and the Strategy Committee), wherever applicable.

During discussing specific matters at the meeting, the Chairpersons of the committees presented appropriate recommendations and proposals for decisions to the Supervisory Board. In addition, the Supervisory Board regularly receives the minutes from the committees' meetings.

The committees of the Supervisory Board received relevant and reliable information and reports from the Management Board on time, enabling them to carry out their tasks in 2025.

The reports of the three permanent committees of the Supervisory Board on their activities in 2025 are attached hereto.

The tasks and the principles of the operation of the Supervisory Board and its permanent committees are defined in the Regulations of the Supervisory Board which are available on the Company's website.

5. Appraisal of the fulfilment by the Management Board of information obligations to the Supervisory Board and the manner of providing

Acting pursuant to provisions of art. 382 § 3¹ clause 3) and 4) of the Commercial Companies Code, the Supervisory Board positively assessed the performance by the Management Board of the obligations referred to in art. 380¹ of the Commercial Companies Code and § 25 clause 11 of the Company's Articles of Association, as well as the method of preparing and submitting information, documents, reports or requested explanations to the Supervisory Board.

6. Information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year

According to art. 382 § 3¹ clause 5) of the Commercial Companies Code, the Supervisory Board informs that in 2025 it did not order any matter regarding the Company's operations or its assets to be examined at the expense of the Company, nor did any analysis or opinion be performed by any adviser.

7. Appraisal of the Management Board's annual reports

The Company's Supervisory Board, acting pursuant to provisions of art. 382 § 3 clause 1) i § 3¹ clause 1) of the Commercial Companies Code and § 23.2.1 of the Company's Articles of Association, by the resolution No. 10/26 dated 10 March 2026, made a positive assessment in terms of their compliance with the books, documents and the facts:

- 1) the IFRS separate financial statements of Orange Polska S.A. for 2025 financial year;
- 2) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. for 2025,
- 3) the IFRS consolidated financial statements for 2025.

8. Appraisal of the Management Board's proposal regarding the distribution of profit

Acting pursuant to provisions of art. 382 § 3 clause 2) and § 3¹ clause 1) of the Commercial Companies Code and to § 23 clause 2 item 2 of the Company's Articles of Association, the Supervisory Board reviewed and positively assessed the Management Board's motion contained in the resolution No. 4/26 dated 17 February 2026 on distribution of the Orange Polska S.A. profit for the 2025 financial year in the amount of PLN 812,853,584.56, as follows:

- 1) for a dividend – PLN 796,596,512.87;
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 16,257,071.69.

The amount of dividend shall be 61 groszy for each entitled share. For this purpose, part of the funds from the supplementary capital in the amount of PLN 3,941,549.32 shall be allocated and distributed for the dividend. Total amount for distribution of the dividend shall be PLN 800,538,062.19.

9. Assessment of Orange Polska Group's standing

This section contains the Supervisory Board assessment of the Orange Polska Group's standing on a consolidated basis in 2025 in accordance with the recommendation no. 2.11.3. of the Best Practice for GPW Listed Companies 2021, introduced by the Warsaw Stock Exchange. The assessment is based on the 2025 financial results of the Group (the Company and its subsidiaries) as well as on the information obtained by the Supervisory Board in conducting its statutory tasks.

The Supervisory Board, through the work of its committees and all its members (including independent members), was actively engaged in the process of evaluating of the most important initiatives, having in mind the interest of all the Group's stakeholders, including shareholders. In addition, it maintained oversight of the Group's operational and financial goals through management reporting at its quarterly meetings, and was able, through the Audit Committee, to oversee the accuracy of financial reporting and the functioning of the internal control, risk management and compliance systems and the internal audit function.

Orange Polska Group's Operational Review

The Group's key goals in 2025 were as follows:

- Persistent execution of commercial value strategy, to sustain a good momentum in convergence, mobile and fibre
- Rejuvenating growth in the business customers' area, in particular in IT&IS services
- Enhancing connectivity experience for customers by investing in 5G network and expanding fibre footprint;
- Participating in the 5G spectrum auction for 700/800MHz frequency;
- Launching new transformation programme to achieve efficiency gains
- Fulfilling published financial forecasts regarding revenue, EBITDAaL and eCapex performance;
- Communicating and operationalising a new strategy beyond 2024.

2025 was the first year of implementation of the new *Lead the Future* strategy for 2025–2028, which was announced in March last year. The main purpose of the new plan is to sustain growth and value creation by leveraging proven growth strategies, as well as introducing new important initiatives. In financial terms, *Lead the Future* will maintain Orange Polska's profitable growth trajectory and enhance its efficiency to generate significantly increased cash flow and deliver sustainable value creation for shareholders. The plan is reflected in ambitious medium-term financial targets and a policy of consistent dividends.

The operational and financial results achieved by the Group illustrate that 2025 was a strong start to the new strategy.

Strong commercial momentum was maintained, particularly in the consumer market. Despite intense competition, customer bases for core telecom services continued to grow at a healthy pace. The Group estimates that it further increased its market share in high-speed broadband, which is especially noteworthy given the very intense competition in fibre and convergence. Mobile stood out in 2025: net customer additions of almost 350,000 were the highest in several years, with all markets and brands contributing to this achievement. Importantly, the Group broke a multi-year trend and increased the number of households with Orange services. This is one of the ambitions embedded in the new strategy that will facilitate further commercial growth.

Revenue from IT and integration services, after a decline in 2024, increased by 14% year-on-year, which is encouraging. Growth was primarily driven by integration service contracts and the resale of software licences. Sales of IT subsidiaries slightly increased, although the market remains quite challenging. Despite the revenue growth, profitability in the IT & IS area did not improve, due to lower-margin contracts and ongoing competitive pressure.

2025 was particularly strong for the wholesale activity, illustrating that this is the Group's strategic growth business complementing retail operations. Revenue dynamics in this area accelerated to 13%, driven by new fibre backhaul business, rapid growth in revenues from access to our fibre network for other operators, and continued growth in services provided by the Group to Światłowód Inwestycje. Last year also marked

a milestone for Światłowód Inwestycje, in which the Group holds a 50% stake. It signified the successful completion of their initial investment programme (established in 2021) and the start of a new investment phase with fully secured financing.

In 2025 the Group reinforced its commitment to provide first-class connectivity at home, at work, on the move. Rollout of 5G network accelerated following acquisition of the licence for 700MHz spectrum. Population coverage increased to 85% from below 40% a year ago. Decommissioning of the obsolete 3G technology was completed while feed frequencies allocated to 4G enable increase of the network capacity. Fibre reach continued to grow fast. Another million households was added to the coverage reaching 10 million homes, so around two-thirds of the total in Poland.

With Lead the Future the Group has initiated a new wave of transformation aiming to boost its efficiency to increase profit margins and improve cash conversion. The first results were seen already in 2025. In sales and customer care the key drivers are digital channels and development of AI agents. It both reduces costs and improves customer experience. In network operations, costs of service delivery and network maintenance are being reduced using more remote tools, self-installation, and AI-supported dispatching of technicians.

Financial standing of the Group

The Management Board kept the Supervisory Board informed of the financial results. The Audit Committee of the Supervisory Board supervised the reliability of financial reporting on an ongoing basis and presented its opinions to the Supervisory Board before publication of the results for individual reporting periods.

The Group met all its financial goals for 2025, delivering strong results: increased revenues, EBITDAaL and organic cash flow while preserving a safe balance sheet. Revenue and EBITDAaL dynamics for the year outperformed the initial expectations contained in the guidance that had been presented to the market.

It was another year of strong development of the core telecom services. The growth rate of revenues from key telecom services (convergence, mobile-only and fixed broadband-only) accelerated compared to its dynamic in the previous year, as the Group consistently expands both its number of customers and ARPO. This translated into solid underlying margin generation which was the key element of a 4.0% increase of EBITDAaL in 2025.

Total revenues were increased 4.3% in 2025 (on comparable basis) with all key business areas contributing to this achievement. Firstly, revenues from core telecom services (convergence, mobile-only and fixed broadband-only) reported a strong 5.4% year-on-year growth. Secondly, revenues from IT&IS services returned to growth, rising by 14% year-on-year, driven mainly by integration contracts and resale of software licenses. Finally, wholesale revenues (excluding legacy services) increased by a remarkable +13% year-on-year, benefitting from new business developments and strong growth of fibre wholesale customers.

Net profit for 2025 reached PLN 762 million declining 17% year-on-year. The key factor behind this evolution was PLN 151 million provision related to the new social plan which assumes voluntary departures of up to 1,000 employees in 2026-2027 and which is an important element of cost transformation.

Organic cash flow reached PLN 1 billion. This strong achievement was driven by higher EBITDAaL and decrease in working capital requirement. It was offset however by higher cash capex and lower real estate disposals.

The financial leverage of 1.1x at the end of 2025 was unchanged versus the previous year, illustrating the Company's strong balance sheet structure. In 2025 the Company raised dividend payments, which was assessed positively by the Supervisory Board. On the back of strong 2025 achievements and good future prospects, the Management Board recommended a 15% increase of the dividend to PLN 0.61 per share from 2025 profits, to be paid in 2026.

Conclusions and recommendations for 2026

Orange Polska enters 2026 with a firm footing following very good 2025 results. The Supervisory Board is confident that the Group's addressable markets are full of opportunities and that the Group has the right assets to benefit from them and continue its growth journey.

The Supervisory Board shares the Management Board's opinion that in 2026 the Group should particularly focus its operations on the following key aspects:

- Persistent execution of balanced commercial strategy, to sustain a good momentum in convergence, mobile and fibre
- Achieving profitable growth in the business customers' area, maintaining leadership position in core telco services and improving value in IT&S services
- Executing high-impact transformation in order to improve profit margin and cash conversion
- Ensuring excellent connectivity experience for customers by investing in 5G network and expanding fibre footprint
- Developing new revenue growth streams leveraging Group's assets
- Fulfilling published financial forecasts regarding revenue, EBITDAaL, eCapex and organic cash flow performance;

10. Assessment of the Group's internal control, risk management and compliance systems and internal audit

The Supervisory Board is responsible for reviewing the effectiveness of the Group's system of internal control and risk management designed and established by the Management Board, as well as the system for ensuring compliance with standards or applicable practices and the internal audit function.

These systems facilitates management of the risk of failure to achieve business objectives and provides reasonable assurance against material misstatement or loss (risk management does not mean the full elimination of risk, but provides for better risk identification and the implementation of adequate measures as needed). The relevant processes are designed to give reasonable assurance that the risks significant to the Group are identified and addressed, but such assurances can never be absolute.

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 system are addressed with remediation plans. On a quarterly basis, the internal control system is monitored in a self-assessment tool implemented by the Company and, in addition senior managers certify the effectiveness of the internal controls. On a yearly basis, the controls are subject to testing by the internal control team, internal and external auditors, and the results are reported to the Audit Committee.

The key elements of the system of internal control, including risk management, were presented in the Management Board's Report on the Activity of the Group for 2025.

In 2025, the Company again completed a comprehensive assessment of its processes of internal control over financial reporting. Minor deficiencies both in design and in effectiveness of internal control have been identified and corrected, or appropriate action points have been launched. As a result of the assessment, the Management concluded that there were no weaknesses that would materially impact the internal controls and financial reporting at 31 December 2025.

Both the internal and external auditors report to the Management Board and also to the Audit Committee on control deficiencies which they identified during their audit. Their recommendations are being implemented.

The most important risks are updated annually by the Management Board and presented to the Supervisory Board.

Matters related to compliance are being reported to the Audit Committee of the Supervisory Board in the following areas: ethics, general compliance with laws and regulations, combating telecommunications and financial fraud, human rights and environmental due diligence, security and anti-corruption measures related Anti-Corruption Policy that puts forward zero-tolerance rule towards corruption and influence peddling. The Compliance function carries out activities ensuring adjustment of Company's internal

regulations and mechanisms to, among others, the Group's requirements in the scope of current anti-corruption regulations.

Orange Polska Anti-Corruption policy, complemented with detailed internal regulations, defines the required standards for employees' conduct. On the basis of relevant provisions of the Policy, potential consequences are determined in cases of violation of anti-corruption procedures. The Compliance function conducts cyclic reviews of corruption risks, also taking into account control mechanisms and appropriate preventive measures.

The Company also has a conflict of interest policy in place, showing how to avoid situations that may turn into inappropriate behaviour leading, e.g. corruption.

Under the due diligence process, verification of current and future business partners is conducted with regard to threats related to corruption, fraud, non-compliance with economic sanctions, money laundering and financing of terrorism.

Based on the policy of compliance with economic sanctions and trade control principles implemented in Orange Polska, the Compliance function also conducts activities ensuring compliance with applicable sanctions programs and regulations applicable to the company's operations, in particular restrictions against certain countries, individuals or entities, notably those issued by Poland, European Union and its Member States, United Nations, or the United States.

Orange Polska employees and stakeholders may use dedicated channels to report their concerns or to ask for advice if they suspect a conflict of interests, bribery or any infringement of internal regulations of the Group or of other regulations of the law. Persons reporting irregularities can do so without fear of negative consequences.

Dedicated training sessions taking into account the exposure of individual areas of OPL to the risk of corruption and communication activities aim to constantly increase knowledge and build employees awareness. Orange Polska also conducts regular reviews in this area, makes necessary improvements and monitors the correctness of payments made.

Activities of Compliance function, the results of planned internal investigations, as well as the results of inspections initiated by notification of irregularities (whistle -blowing) are monitored on the basis of reports submitted periodically. Applied actions and mechanisms are ensuring the effectiveness of Compliance function and maintenance of Group's anti-corruption regulations standards.

The Supervisory Board is presented on annual basis also with information on the implementation and effectiveness of the compliance program, related to the fight against corruption including the risk map as well as the corresponding action plan for the coming year.

The internal audit function, which reports directly to the President of the Management Board, ensures objective and independent assessment of the adequacy, effectiveness and quality of the Group's internal controls. The internal audit works in accordance with a charter approved by the Audit Committee, which also reviews annual internal audit program and analyses the Orange Polska's Internal Audit reports.

11. Assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the related disclosure obligations

This section contains the Supervisory Board assessment of the Company's performance of its obligations concerning compliance with the corporate governance principles as defined in the Exchange Rules, and with the regulations on current and periodic reports published by issuers of securities in accordance with recommendation no. 2.11.4 of the Best Practice for GPW Listed Companies 2021.

Orange Polska as an issuer of shares admitted to trading on a regulated market is obliged to follow the rules of the Best Practice for GPW Listed Companies. Orange Polska accomplished its information duties concerning compliance with the corporate governance principles defined in the GPW Regulations and the regulations on current and periodic reports published by issuers of securities.

The publication of current reports regarding the application of detailed Corporate Governance rules is governed by the Resolution of the WSE Board no. 692/2021 dated 1 July 2021. According to the WSE

regulations when a given rule is not applied in a consistent way or is broken incidentally, the Company is obliged to publish a report on its web site in the analogical way as it is applied for a publication of current reports. Reports concerning the application of detailed rules of the corporate governance are passed by means of EBI (Electronic Basis of Information). The decree of the Minister of Finance dated 29 March 2018 defines which information should be mentioned in the declaration on the application of the Corporate Governance constituting a separate part of the Management Board report about the activity of the Company.

The Supervisory Board analysed the declaration about the application of Corporate Governance included in the Management Board report about the activity of Orange Polska S.A. and the Orange Polska Group in 2025. This declaration defines in a detailed way the issues concerning Corporate Governance and contains the information from the decree of the Minister of Finance dated 29 March 2018 on the current and periodic information passed by issuers of securities and on conditions of the consideration as equal of the information required by the law of a state which is not a member.

In the above-mentioned declaration the Management Board described that, the Company complied with all the corporate governance best practice.

As of 31.12.2025 the Company met all the requirements of the Diversity Policy for Members of the Supervisory Board and for Members of the Management Board.

According to the principle 1.1. of the Best Practice, Orange Polska runs a website in Polish and English, on which the Company publishes all provided by law and best practice documents and information required by law and best practice, including information on the Company's application of principles and recommendations contained in the Best Practice for GPW Listed Companies.

In the Supervisory Board's opinion, the information provided by Orange Polska is in line with the requirements and honestly follows the rules of the Corporate Governance and the Company duly fulfils its disclosure obligations relating to the application of Corporate Governance principles set out in the Warsaw Stock Exchange Rules and regulations on current and periodic information.

12. Assessment of the rationality of the sponsorship and social policy

This section contains the Supervisory Board assessment of the compliance and rationality of the Group's policy of supporting culture, sport, charities, media, social organizations and others in 2025 with recommendation no. 2.11.5 of Best Practice for GPW Listed Companies 2021.

The Supervisory Board analysed the amounts expensed by Orange Polska Group in support of culture, sports, charities, the media, social organisations, trade unions, etc. in 2025.

The Supervisory Board states that the sponsorship strategy led by the Company and focused in 2025 on music as the main area supporting the brand brought the appropriate financial and marketing efficiency. According to the adopted strategy, in the strategic sponsorship area Orange Polska creates complex long-term projects across the whole of Poland. The projects, in which Orange Polska acts as titular or main sponsor, address the largest possible group of its clients (present and potential).

The Supervisory Board appreciates the social activity led by Orange Polska in both forms – one led by the Donations' Fund and the other led by Orange Foundation (created by the Company). Through its original programs, Orange Foundation acts for modern education of children and youth, online safety, community building using new technologies, and social and digital inclusion.

13. Recommendations for the Annual General Meeting

Taking into account the above and after analysing the documents listed in points 5 and 6 and taking into consideration the independent auditor's reports on the audit of the annual separate and consolidated financial statements for the year ended 31 December 2025, the Supervisory Board recommends the Annual General Meeting:

1. to approve the Orange Polska S.A. IFRS separate financial statements for the year ended 31 December 2025;

2. to adopt a resolution on distribution of the Orange Polska S.A. profit for the 2025 financial year according to the motion of the Management Board included in the resolution 4/26;
3. to approve Orange Polska Group and Orange Polska S.A. Management Board's report on the activity for the year ended 31 December 2025,
4. to approve the Orange Polska Group IFRS consolidated financial statements for the year ended 31 December 2025,
5. to grant approval of the performance by the members of the Management Board of Orange Polska S.A. of their duties in 2025.

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

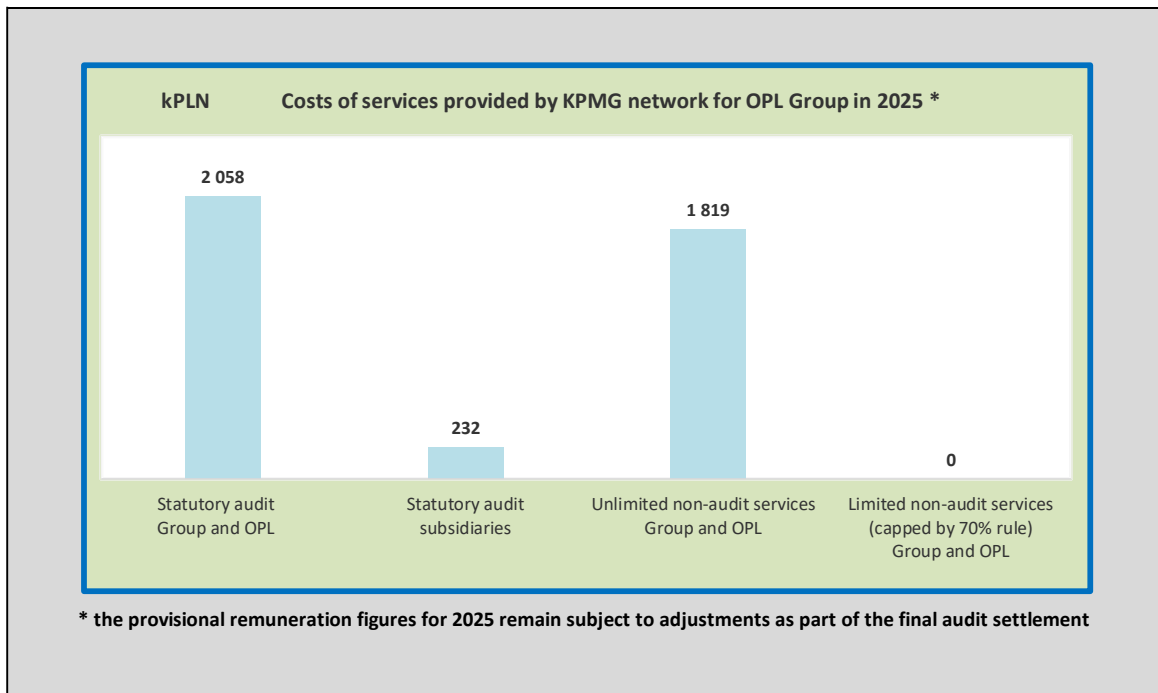
There are several aspects to auditor independence that the Audit Committee monitors to ensure the external auditor remains independent of the Company.

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.

REPORT

on the 2025 activities of the Remuneration Committee of the Orange Polska S.A. Supervisory Board

The Remuneration Committee was established by virtue of the Resolution of the Supervisory Board dated 16 June 2004 as a consultative body of the Supervisory Board.

Remuneration Committee members

- Maria Pasło-Wiśniewska, PhD – the Chairwoman (Independent Board Member)
- Benedicte David
- Bartosz Dobrzyński (Independent Board Member)
- Marc Ricau

The Secretary of the Committee was Jacek Kowalski, Management Board Member in charge of Human Capital.

Letter from the Chairwoman of the Remuneration Committee

Dear Shareholders,

At the beginning, let me inform you that in 2025 the Remuneration Committee was composed of four members and the Committee's composition remained unchanged.

The Committee fulfilled its duties and advised the Supervisory Board and Management Board on the general remuneration policy of Orange Polska, as in previous years.

Orange Polska is at the beginning of implementation its *Lead the Future* strategy, which is planned for the years 2025 -2028 and is focused on consistent value creation for shareholders. The goal is digitalization, strengthening the network and infrastructure and transformation of the processes towards the excellence quality of customer services. Achieving these goals is possible only by professional and motivated team of managers and employees. Therefore, developing their competences and constant care about their motivation would stay in the centre of RemCo interest.

In 2025 the Company successfully implemented its year-round goals and ambitions, continuing its customer-first approach in all activities.

I am pleased that the Company is becoming a much stronger player in the Polish telecommunications market.

Before I present the detailed tasks of the Remuneration Committee in 2025, I would like to thank all the managers and employees of Orange Polska for the quality of their work and engagement. Thanks to the professional work of the teams, the Company achieves a lot.

I would also like to thank the Committee Members for their time, professional opinions and cooperation.

Please find below the details about the activity of the Remuneration Committee in 2025.

Maria Pasło-Wiśniewska

Chairwoman of the Remuneration Committee

Main responsibilities of the Committee

The Remuneration Committee should meet at least four times a year. The task of the Committee is to advise the Supervisory Board and Management Board on the general remuneration policy of Orange Polska Group and to make recommendations on appointments to the Management Board.

The Committee's detailed tasks include:

- determining the conditions of employment and remuneration of the Members of the Management Board;
- considering proposals made by the CEO or the Supervisory Board concerning new appointments to the Management Board, taking part in the final stage of the process and making the appropriate recommendation to the Supervisory Board about the candidates;
- considering proposals made by the CEO or the Supervisory Board regarding resignation of any Member(s) of the Management Board and making, if necessary, a relevant recommendation to the Supervisory Board;
- giving recommendations to the Supervisory Board regarding the amounts of bonuses for the Members of the Management Board;
- providing an opinion on the remuneration policy for most senior executives and on the general remuneration policy for the wider Orange Polska Group. In both cases this must take into account the relative market position of Orange Polska Group's terms of engagement and remuneration levels;
- producing a report for the Supervisory Board on the activity of the Committee and assessment of the remuneration policy of Orange Polska Group.

In 2025 the Remuneration Committee had five meetings and took several sets of actions as outlined below. All Members of the Remuneration Committee attended all meetings of the Committee.

The Remuneration Committee's positive recommendations to the Supervisory Board in 2025:

- 1) evaluation of the Management Board Members' goals for 2024
- 2) Stretch Bonus for the CEO and for the Management Board Members (MBMs) for 2024
- 3) conditions of Stretch Bonus for the CEO and for the MBMs for 2025
- 4) the OPL LTI wave 2 2022-2024 settlement
- 5) the OPL LTI wave 4 2024-2026 targets
- 6) the OPL LTI wave 5 2025-2027 launch/targets
- 7) Orange Group LTIP 2025-2027
- 8) Amendment to the LTI Incentive Programme Regulation

The Remuneration Committee issued the positive opinions on:

- 1) establishment of the MBO goals for Management Board Members for 2025
- 2) the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2024
- 3) the realization of the Remuneration Policy – included in the OPL Management Board's Report on the Activity 2024
- 4) the Remuneration Committee's Annual Report 2024
- 5) the application of Bożena Leśniewska to join the SVB of BNP Paribas Bank Polska S.A

The Remuneration Committee positively acknowledged:

- 1) HC Dashboard – a periodic report on matters of Human Capital
- 2) information on the realization of goals after H1 2025
- 3) the OPL employees' opinion survey – Voice up

- 4) plan in case of hypothetical changes in the structure of employed capital
- 5) information on Cybersecurity in the context of data of the OPL employees
- 6) benefits granted to the Management Board Members due to Orange Polska internal regulations
- 7) report on realisation of agreement with Orange Global International Mobility SA.
- 8) Witold Drożdż's information on not accepting the proposal of participation in the supervisory board of PGE PAK Energia Jądrowa S.A.
- 9) headcount evolution in the OPL Group (analysis of workforce efficiency in the perspective of the new Strategy and comparison with the market

The Remuneration Committee operated in accordance with its working plan for 2025 approved by all the Remuneration Committee's Members. All recommendations of the Remuneration Committee were accepted by the Supervisory Board.

REPORT

on the activities of the Strategy Committee of the Supervisory Board of Orange Polska S.A. in 2025

The Strategy Committee was established by virtue of the Resolution of the Supervisory Board dated 15 June 2005. The Committee is a collegial body whose role is to support the work of the SVB, in particular in the following areas:

- strategic plans set out by the Management Board and especially their main strategic options;
- the Management's planning processes;
- strategic projects related to the development of Orange Polska (such as strategic agreements, alliances, technological and industrial co-operation agreements; significant acquisitions and sales of assets).

Furthermore the Strategy Committee provides support and advice to the Management Board in each of those areas.

Strategy Committee members in 2025:

Chairman:

Jean-Marc Vignolles

Members:

Philippe Béguin
Bénédicte David
Bartosz Dobrzyński (Independent Board Member)
Monika Nachyła (Independent Board Member)
Maria Paśło-Wiśniewska, PdD (Independent Board Member)

All Supervisory Board Members are invited to participate in Strategy Committee meetings.

Members of the Supervisory Board and the Management Board actively participate in the works of the Committee, whenever appropriate.

Secretary of the Strategy Committee in 2025 was Maria Janczar, Orange Polska Corporate Strategy & Market Research Director.

In 2025 the Strategy Committee held four meetings.

Letter from the Chairman of the Strategy Committee

Dear Shareholders,

2025 has been a year of resilience and strategic progress for Orange Polska, set against a complex and often challenging environment in Poland. While the macroeconomics remained difficult and global tensions persisted, our sector demonstrated stability, and Orange continued to deliver solid performance and innovative solutions for our customers.

Despite these external headwinds, we successfully advanced our vision, concluding in the launch of "Lead the Future" strategy for 2025-2028—a bold roadmap that has already garnered positive market recognition and driven our first-year achievements to new heights. The strategy reflects Orange Polska commitment to sustainable growth through innovation and customer-centric solutions, while transforming the company into modern, effective and future proof organisation.

With network excellence being at core of our business model, our strong attention throughout the year was on strengthening of Orange Polska infrastructure position, with particular emphasis on fiber connectivity. Recognizing the critical role of high-quality, reliable networks in supporting digital transformation of our clients, we have been actively expanding our fiber footprint both organically and through strategic acquisitions. This dual approach allows to accelerate growth and enhance service quality.

The culmination of these efforts was the signing of an acquisition agreement with one of Poland's major pure fiber wholesale operators. This company boasts a high-quality fiber network that is highly complementary to our existing infrastructure enabling significant operational synergies and bringing benefits to the market.

With those important milestones, Orange Polska is well-positioned to navigate ongoing challenges and capitalize on emerging opportunities while continuing to deliver value to its shareholders and leading the future.

Thank you for your continued trust and support.

Jean-Marc Vignolles

Chairman of the Strategy Committee

Issues on the Strategy Committee's agenda for 2025

Summary of .Grow strategy execution

The Strategic Committee conducted a comprehensive review of the implementation of Orange Polska's .Grow strategy at its completion, confirming that all strategic objectives were effectively executed. Key milestones were successfully achieved with outcomes aligned with the company's long-term vision, putting Orange Polska on a profitable, sustainable, commercially-driven path of growth.

New OPL strategy for years 2025-2028 and its communication plan

The Committee examined Orange Polska's new "Lead the Future" strategic plan (2025–2028), assessing its four pillars — grow profitably, enhance network, transform & innovate and empower people — alongside the plan's financial ambitions, guidance and dividend policy. The plan is aimed to maintain Orange Polska's profitable growth trajectory and raise its efficiency to generate significantly increased cash flow and deliver sustainable value creation for shareholders.

As part of that work the proposed communication plan was discussed to ensure clear messaging around commercial growth engines, the company's network and FiberCo rollout as well as the transformation plan including ESG commitments.

Lead the Future transformation program.

The Committee assessed Orange Polska's transformation plan under the Lead the Future strategy, aiming at fundamental transformation of the way company operates, to provide an unmatched customer experience and deliver further efficiencies and cost savings. A strong emphasis was put on AI and digitalisation as core enablers to automate customer journeys, personalise offers through advanced analytics, optimise network planning and predictive maintenance.

OPL fibre strategic market approach

The Committee reviewed market dynamics in the Polish fibre sector with ongoing consolidation among competitors alongside robust, sustained demand for high-speed broadband. Discussion covered the strategic choices available to the company including organic rollout under EU-funded programs and investment via FiberCo as well as selective inorganic opportunities, to accelerate scale and monetization of the infrastructure while strengthening competitive positioning.

Uchwała nr 13/26

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 10.03.2026 r.

w sprawie przyjęcia sprawozdania Rady Nadzorczej
o wynagrodzeniach za rok 2025

on adoption of the Supervisory Board's report
on remuneration in 2025

Na podstawie § 23 ust. 2 pkt 13) Statutu Spółki, uchwała się,
co następuje:

Pursuant to § 23 clause 2 point 13) of the Company's
Articles of Association, the following is resolved:

§ 1

Rada Nadzorcza przyjmuje Sprawozdanie
o wynagrodzeniach Członków Zarządu oraz Rady Nadzorczej
Orange Polska S.A. za rok 2025, stanowiące załącznik
do niniejszej uchwały oraz postanawia przedłożyć je
Zwyczajnemu Walnemu Zgromadzeniu do zaopiniowania.

§ 1

The Supervisory Board adopts the Report
on the Remuneration of the Members of the Management
Board and Supervisory Board of Orange Polska S.A.
in 2025, annexed hereto, and decides to submit it
to the Annual General Meeting for an opinion.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. Clarisse Heriard Dubreuil

8. John Russell Houlden

9. Usman Javaid

10. Monika Nachyła

11. Maria Pasło-Wiśniewska

12. Adam Uszpolewicz

13. Jean-Marc Vignolles

14. Etienne Vincens de Tapol



Report on the Remuneration
of the Members of the Management Board
and Supervisory Board of

Orange Polska S.A.

in 2025

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This Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. (“the Remuneration Report”) has been developed by the Supervisory Board of Orange Polska S.A. in compliance with the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies (“the Public Offering Act”).

The Report covers the financial year 2025 and provides an overview of the remuneration awarded in line with the Remuneration Policy of Orange Polska S.A. in force since 2013 and the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. in force since 17 June 2020 (“the Remuneration Policies”).

The Remuneration Policies applied by Orange Polska S.A. (“the Company”) are an element of its strategy. By enabling the recruitment, retention and motivation of the best managers and professionals in the specialised areas existing in Orange Polska S.A., they provide people prepared to achieve the strategic goals of the Company.

The Remuneration Policies support the implementation of the strategy of Orange Polska S.A. and the protection of its long-term interests. In particular, by ensuring market-competitive base salaries and additional benefits, Orange Polska S.A. strives to recruit and retain the Company’s key people. The purpose of the short-term and long-term variable remuneration, which depends on the Company’s key financial indicators, is to motivate the Management Board Members to achieve strategic goals, which are subsequently cascaded to employees at lower levels of the organisation in the form of management goals.

Remuneration levels within Orange Polska S.A. are regularly compared to the remuneration practices of competitive companies in the market. Total remuneration of employees depends in particular on the Company’s financial results as well as each employee’s individual contribution and performance.

Changes in reporting

Responding to the issues raised by our minority shareholders, we introduced some significant changes to the Report in 2023. In 2025, no major changes were introduced, and the outline of the Report and the scope of disclosures set in the previous year were maintained.

1. Changes in the Company’s Boards

As of 1 January 2025, the Company’s Management Board was composed of Liudmila Climoc, Jolanta Dudek, Bożena Leśniewska, Witold Drożdż, Piotr Jaworski, Jacek Kowalski, Jacek Kunicki and Maciej Nowohoński. The composition of the Management Board did not change in 2025.

The following changes took place in the composition of the Supervisory Board in 2025:

On 17 April 2025, the mandates of Bartosz Dobrzyński, Monika Nachyła, Marc Ricau and Maciej Witucki expired. On the same day, the Annual General Meeting appointed the aforementioned persons for another term of office.

Composition of the Supervisory Board 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 | 12. Adam Uszpolewicz – Independent Board Member |
| 11. Maria Pasło-Wiśniewska PhD – Independent Board Member and Chairwoman of the Remuneration Committee | 13. Jean-Marc Vignolles – Board Member and Chairman of the Strategy Committee |
| | 14. Etienne Vincens de Tapol – Board Member |

2. Description of the Remuneration Policies

In line with the requirements set in the Public Offering Act, on 17 June 2020 the Annual General Meeting adopted the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., which was amended on 27 August 2020, 29 June 2023 and 19 April 2024. Under this Policy, the Company's remuneration system for the Management Board Members consists of fixed and variable components, including:

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

The remuneration paid in 2025 was structured in compliance with the Remuneration Policies in force.

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

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

In line with the Articles of Association, Members of the Management Board are appointed and removed by the Supervisory Board. The term of office of each Member of the Management Board is three years. Remuneration payments to the Management Board Members are effected pursuant to employment contracts concluded for their term of office.

Liudmila Climoc, who has been the President of the Management Board of Orange Polska S.A. since 1 September 2023, has been employed by Swiss-based Orange Global International Mobility SA (OGIM SA), an Orange S.A. Group company, and have been posted to Orange Polska S.A. for the term of office of the CEO.

Members of the Supervisory Board are appointed and removed by the General Meeting. Their individual term of office is three years. No contracts related to their functions in the Supervisory Board are concluded with the Supervisory Board Members. Their remuneration is payable pursuant to the relevant resolution appointing the Supervisory Board Member in line with the rules set out by the General Meeting. In 2025, their remuneration was payable pursuant to the Resolution No. 40 of 29 June 2023. The Supervisory Board Members employed by an Orange S.A. Group company are not entitled to receive remuneration for performing their functions in the Supervisory Board.

In line with the Articles of Association, at least four Members of the Supervisory Board of Orange Polska S.A. shall meet the independence criteria specified in the Articles of Association and the Act of 11 May 2017 on certified auditors, audit firms and public oversight with respect to independent members of the audit committee.

In 2025, Orange Polska S.A. had five independent Members on its Supervisory Board, namely: Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Pasło-Wiśniewska PhD and Adam Uszpolewicz.

3. Remuneration of the Members of the Management Board

3.1. Base salary

The terms of base salaries of the Management Board Members reflect the scope of duties and the market valuation of the work performed. Orange Polska S.A. monitors the remuneration market by comparing, at least annually, the Company's salaries and remuneration practices to the remuneration in peer companies in the Polish market.

In the reported period, Orange Polska S.A. determined remuneration terms based on non-discrimination, particularly with respect to gender, age, disability, race, religion, nationality, political opinion, trade union membership, ethnic origin and sexual orientation.

The Company has followed the Diversity Management Policy for the Members of the Management Board, adopted by the Supervisory Board on 3 November 2021.

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

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

3.2. Benefits

In 2025, the Management Board Members employed by Orange Polska S.A. received the following benefits:

a) Reported in the Table 9 below:

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

b) Additional:

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

Furthermore, a Member of the Management Board, Piotr Jaworski, uses a housing unit from the Company's resources under a rental agreement concluded prior to his appointment to the Management Board. The rent for the dwelling is determined in the same way as for other people using dwellings from the Company's resources.

In line with the terms of their employment contracts, Members of the Management Board were granted some benefits from which also persons closely associated with them could benefit. The value of such benefits is indicated in the Table 9 below under the caption Benefits.

Members of the Management Board posted to Poland are entitled to all or some of the benefits listed above, or the benefits available according to the regulations of the posting company, provided that they are approved by the Supervisory Board of Orange Polska S.A.

While performing the duties of the President of the Management Board of Orange Polska S.A. (since 1 September 2023), Liudmila Climoc has been entitled to the benefits resulting from the International Mobility Policy of the Orange

Group, payable by Orange Polska S.A. pursuant to an agreement between Orange Polska S.A. and OGIM SA. The amount of her remuneration and benefits is presented in the Table 10 below.

In the reported period, Members of the Management Board of Orange Polska S.A., excluding Liudmila Climoc posted to the position of the President of the Management Board, did not receive remuneration from other Orange S.A. Group companies except for eligibility to participate in the Long Term Incentive Plan (LTIP).

In the reported period, Members of the Management Board of Orange Polska S.A. did not receive remuneration from other Orange Polska Group entities.

3.3. Employee Pension Scheme

Members of the Management Board employed by Orange Polska S.A. have joined the Employee Pension Scheme, which is financed by Orange Polska S.A. This scheme is a pension fund (Orange Polska Employee Pension Fund). In 2025, the Company financed a monthly base premium in the amount of 7% of the gross remuneration amount, which constitutes the base for the calculation of the pension and disability insurance premiums.

3.4. Benefits related to termination of employment with Orange Polska S.A.

In case of employment termination, employment contracts with Members of the Management Board employed by Orange Polska S.A. are terminated upon a six-months' notice.

Upon termination of the employment contract with a Member of the Management Board by the Company with a notice or without a notice pursuant to Article 53 of the Labour Code or by mutual consent of the parties, as well as upon expiration of the term for which the employment contract was concluded, Members of the Management Board are entitled to severance pay in the amount of their six-month base salary.

All Members of the Management Board employed by the Company are obliged to refrain from engaging in any activities competitive to the Company for twelve months after the termination of employment with Orange Polska S.A. In return for refraining from competitive activities they are entitled to receive compensation in the amount of their six-month base salary.

3.5. Variable remuneration component (Short Term Incentive Programme – STI)

Each Member of the Management Board was entitled to the variable remuneration component (Short Term Incentive Programme – STI), dependent on the achievement of financial and non-financial goals. The terms of awarding thereof did not change in 2025.

The purpose of the bonus system has been to motivate Members of the Management Board to achieve high performance by attaining the predefined and agreed goals linked to the Company's strategy and growth of customer satisfaction. In addition, the system of objectives stimulates the co-operation among employees and business units by setting some solidarity goals in addition to individual ones.

For Members of the Management Board, the variable component of remuneration was more related to the Company's performance and depended more on the achievement of solidarity goals, which are financial goals shared by all Members of the Management Board, than in the case of other employees of the Company. For all Management Board Members solidarity goals account for 80% of the total, while for other employees with variable remuneration this share is between 30% and 60%.

The variable component of remuneration was payable on an annual basis and its calculation was based on the evaluation of the achievement of the goals defined for each Member of the Management Board in their individual task sheets. Pursuant to the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., each Member of the Management Board was entitled to receive an advance on the variable remuneration component; and each Member of the Management Board received an advance on the variable remuneration component due for 2025 equal to 40% thereof. The advance payment was effected in July 2025.

Solidarity goals, related to the implementation of the Company's Lead the Future strategy for 2025–2028, included:

- **Revenues**
Revenue growth is a key driver of profit growth and value creation. The revenue growth target is one of the financial ambitions included in the Lead the Future strategy.
- **EBITDAaL (EBITDA after Leases)**
EBITDAaL is the primary measure used by the Management Board to measure operating profitability. The target for EBITDAaL growth is one of the main financial ambitions included in the Lead the Future strategy.
- **Organic Cash Flow (OCF)**
OCF is the primary measure of cash flow generation used by the Management Board. Its level is an important factor affecting the level of financial leverage and, consequently, is of great importance when the Management Board recommends the amount of dividend to shareholders.
- **Green indicator referring to CO₂ emissions in the Orange Polska Group**
The goal of reducing CO₂ emissions is included in the Lead the Future strategy and the Company's climate strategy.
- **Customer satisfaction with Orange services (Perception NPS)**
NPS is commonly used in the telecommunications sector to measure the level of customer satisfaction with services and is one of the indicators of how well an offer and customer service meet the needs, which in turn translates into the level of revenue generated.

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

Each goal has the predefined minimum achievement level, below which the related variable remuneration is not awarded. In addition, each goal has the predefined maximum achievement level, above which the related variable remuneration is not further increased. The maximum threshold is set at 150% of the goal achievement, while the minimum threshold for payment is 50% of the goal achievement.

Each goal has been assigned a weight and the amount of variable remuneration depends on the total weighted assessment of all goals. With the achievement of goals assessed at 100%, the variable remuneration component would have been 50% of the base salary due for the given period under the employment contract. With the achievement of all goals at the maximum level, variable remuneration component would have been 75% of the base remuneration.

Performance in 2025 permitted awarding the variable remuneration component to all Members of the Management Board, which is presented for each Board Member separately in the Tables 1–8 below.

In addition to the variable remuneration component, upon recommendation of the Remuneration Committee of the Supervisory Board, on 17 February 2026 the Supervisory Board awarded the President of the Management Board and Members of the Management Board an additional annual bonus referred to as the Stretch Bonus. For 2025, the Stretch Bonus amounts to one monthly base salary for Members of the Management Board and EUR 140,000 for the President of the Management Board. The Stretch Bonus was paid in 2026.

Furthermore, upon recommendation of the Remuneration Committee of the Supervisory Board, on 19 April 2024 the Supervisory Board granted the Management Board Member in charge of Finance the right to an additional bonus for 2024 and 2025 in the gross amount of PLN 180,000 for each year. The condition for receiving the additional bonus was that the cumulative two-year EBITDAaL budget target for 2024–2025 would be exceeded at the level of EBITDAaL budget +0.5% (corresponding to approximately PLN 30 million). The bonus was paid in the second quarter of 2026 upon approval by the Supervisory Board.

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

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

In the tables below, the term “Budget” refers to Orange Polska S.A.’s Budget for 2025 approved by the Supervisory Board.

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					24.0%	0–30%
Behavioural	20%					24.0%	0–30%
Weighted assessment						124.9%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					23.0%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					12.0%	0–15%
Weighted assessment						123.9%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					20.5%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					9.5%	0–15%
Weighted assessment						121.4%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					21.5%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					10.5%	0–15%
Weighted assessment						122.4%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					21.0%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					10.0%	0–15%
Weighted assessment						121.9%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					22.5%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					11.5%	0–15%
Weighted assessment						123.4%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					21.0%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					10.0%	0–15%
Weighted assessment						121.9%	

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

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					100.9%	0–120%
Revenues (PLN mn)	10%	Budget-390	Budget	Budget+390	13.034	10.5%	0–15%
EBITDAaL (PLN mn)	30%	Budget-96	Budget	Budget+84	3.473	39.5%	0–45%
Organic Cash Flow (OCF) (PLN mn)	20%	Budget-150	Budget	Budget+150	1.013	26.1%	0–30%
NPS (improvement)	10%	Budget-6	Budget	Budget+3	42	9.8%	0–15%
CO ₂ emissions (Green) (kt CO ₂)	10%	Budget+11	Budget	Budget-11	29	15.0%	0–15%
Individual goals:	20%					22.5%	0–30%
Behavioural	10%					11.0%	0–15%
Specific projects	10%					11.5%	0–15%
Weighted assessment						123.4%	

In the tables 1–8 above, the “Weighted assessment” in the column “Goal achievement” may not sum up due to rounding.

In the tables 1–8 above, the “Assessment range” in the last column indicates that the particular goal may be assessed in the specified range.

In 2025, Orange Polska S.A. did not exercise the option to demand the return of the variable components of remuneration.

Table 9. Total remuneration of Members of the Management Board in 2025

Full name	1. Fixed remuneration (PLN '000)						2. Variable remuneration (PLN '000) ¹				Total remuneration for 2025 (PLN '000) ²	Proportion between fixed and variable remuneration awarded in 2025 (%) ²	Variable remuneration for 2024 paid in 2025 (PLN '000)	Variable remuneration for completion of the Incentive Programme LTI 2022-2024 paid in 2025 (PLN '000)
	Base salary	Benefits*	Other benefits for relatives	Compensation and severance pay	Other payments (including EPS benefit)	Total fixed remuneration	Annual, awarded for 2025 (advance paid in July 2025)	Annual, awarded for 2025 (upon annual settlement; additional payment in 2026)	Annual, awarded for 2025 (additional bonus)	Total variable remuneration				
Jolanta Dudek	1,452	36	0	0	190	1,678	290	610	121	1,021	2,699	62%/38%	716	223
Bożena Leśniewska	1,560	42	0	0	204	1,806	312	635	130	1,077	2,883	63%/37%	776	223
Witold Drożdż	1,140	41	0	0	156	1,337	228	475	95	798	2,135	63%/37%	599	223
Piotr Jaworski	1,200	48	0	0	162	1,410	240	494	100	834	2,244	63%/37%	599	223
Jacek Kowalski	1,140	36	0	0	156	1,332	228	467	95	790	2,122	63%/37%	601	223
Jacek Kunicki	1,320	56	0	0	177	1,553	264	550	290 ²	1,104	2,657	58%/42%	671	223
Maciej Nowohoński	1,176	42	0	0	161	1,379	235	482	98	815	2,194	63%/37%	632	223

* Includes family members in line with the provisions of section 3.2 a) above. Includes an additional benefit in the form of festival passes, which were used by Bożena Leśniewska (for Open'er Festival) and Piotr Jaworski (for Orange Warsaw Festival).

In addition, Bożena Leśniewska and Jolanta Dudek used sports cards financed from the Company Social Benefits Fund. The benefit was worth PLN 492 per each of them in 2024 (not included in the Table 9 above).

¹ The figure includes the variable remuneration allocated to 2025, payable in 2026, and an additional Stretch Bonus approved by the Supervisory Board of Orange Polska S.A. The figure does not include: (i) the variable remuneration accrued for 2024 and paid in 2025, and (ii) long-term incentive programmes (LTI and LTIP). Data on LTI and LTIP programmes can be found in the tables for sections 3.6 and 3.7.

² Includes an additional bonus of PLN 180,000 due for 2025 and payable in 2026.

Table 10. The amounts paid by Orange Polska S.A. in 2025 as the reimbursement of the costs related to posting of the President of the Management Board

Full name	1. Fixed remuneration (PLN '000)	2. Variable remuneration (PLN '000) ¹			Total remuneration (PLN '000)	Proportion between fixed and variable remuneration (%)	Variable remuneration for 2024 paid in 2025 (PLN '000)	Variable remuneration for completion of the Incentive Programme LTI 2022-2024 paid in 2025 (PLN '000)*
		Annual, granted for 2025, excluding Stretch Bonus	Annual, granted for 2025 (Stretch Bonus)	Total variable remuneration				
Liudmila Climoc	4,852	936	577	1,513	6,365	76%/24%	1,265	-

¹ The figure includes the variable remuneration allocated to 2025, payable in 2026, and an additional Stretch Bonus approved by the Supervisory Board of Orange Polska S.A. The figure does not include: (i) the variable remuneration accrued for 2024 and paid in 2025 (except for the amount resulting from foreign exchange rate differences), and (ii) long-term incentive programmes (LTI and LTIP). Data on LTI and LTIP programmes can be found in the tables for sections 3.6 and 3.7.

* At the time of allocation of phantom shares for the LTI 2022–2024 Liudmila Climoc was not the President of the Management Board of Orange Polska.

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

Long Term Incentive Programme for the key executives of Orange Polska S.A. based on derivatives (LTI)

On 23 July 2021, the Supervisory Board of Orange Polska S.A. adopted the Long Term Incentive Programme for the key executives of Orange Polska S.A. based on derivatives (phantom shares), where the underlying instrument is the price of Orange Polska S.A. shares listed on the Warsaw Stock Exchange (WSE). The scheme aims to mobilise the key executives towards the long-term financial performance of the Company and value creation for the investors, as well as environmental care. The latter dimension of activities focuses on a reduction of CO₂ emissions and, as an incentive instrument, directly supports the implementation of one of the key elements of Orange Polska's strategy, which is environmental protection.

The Programme is divided into three-year cycles (Programme Series), beginning in consecutive calendar years. Five series, namely 2021–2023 (Series One), 2022–2024 (Series Two), 2023–2025 (Series Three), 2024–2026 (Series Four) and 2025–2027 (Series Five), have been launched in the Programme. Each series is launched by a resolution of the Supervisory Board, which sets the goals to be achieved in order for the Company to redeem the phantom shares.

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

The programme implementation has been based on the following principles:

1. For each Programme series, four success indicators with main and minimum goals are set. The phantom shares allocated to a specific success indicator will be redeemed by the Company, provided that the Company has achieved the business objectives set for that indicator.
2. Additionally, the redemption of phantom shares is contingent on the Participant's employment until the end of the third year of the particular series. If employment is terminated after the second year of the series, the Supervisory Board may resolve to keep the Participant in the Programme.
3. In the Series Two (2022–2024) and Series Three (2023–2025), the condition for the redemption of phantom shares has been that the average share price of Orange Polska S.A. in the first quarter after the end of the particular series remains equal to or higher than the average share price in the first six months of the same series. This condition was waived in subsequent series.
4. If the Company achieves the main goal, 100% of the phantom shares allocated to the relevant success indicator shall be redeemed. If the Company achieves a result lower than the main goal but at least equal to the minimum goal set for a particular success indicator, 50% of the phantom shares allocated thereto shall be redeemed.
5. If the minimum criteria for a particular success indicator are not met, the phantom shares allocated thereto shall not be redeemed.
6. In the Series Five (2025–2027), the methodology for calculating the share price objective was changed. Previously, the redemption condition was to achieve a specific price level or a return higher than the return on the WIG20 index in a given period, whereas in the Series Five, the rate of return on Orange Polska S.A. shares (including dividends paid, i.e. the Total Shareholder Return – TRS) shall be compared to the rate of return on both the WIG20 index and a selected group of European telecommunications companies. The new methodology better reflects the market practice applied in this type of incentive programmes (and is used across the Orange Group).

7. Phantom shares shall be redeemed at the average Orange Polska S.A. share price in the first quarter after the end of a particular series.

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

Table 11. LTI success indicators and business objectives for all the Programme Series

Success indicator	Weight (% of phantom shares)	Description
EBITDAaL	30%	Achieving a specific EBITDAaL level, being the sum of values over 3 years, projected in the Company's strategic plan.
Organic Cash Flow	25%	Achieving a specific level of Organic Cash Flow, being the sum of values over 3 years, projected in the Company's strategic plan.
CO ₂ emissions	10%	Achieving a specific level of CO ₂ emission reductions projected in the Company's strategic plan.
Share price	35%	For Series One to Four: achieving a specific level of share price growth or achieving a return higher than the return on the WIG20 index in the same period. For Series Five: comparison of the rate of return on Orange Polska S.A. shares (including dividends paid) to the rate of return on both the WIG20 index and a selected group of European telecommunications companies.

Table 12. Redemption conditions for the Series Two (2022–2024)

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

Table 13. Redemption conditions for the Series Three (2023–2025)

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

Table 14. Redemption conditions for the Series Four (2024–2026)

Success indicator	Weight (% of phantom shares)	Conditions for 100% redemption (the main goal)	Conditions for 50% redemption (the minimum goal)
EBITDAaL (PLN mn)	30%	2024–2026 aggregate \geq Strategic Plan objectives	Main goal – 314
Organic Cash Flow (PLN mn)	25%	2024–2026 aggregate \geq Strategic Plan objectives	Main goal – 169
CO ₂ emissions (kt)	10%	CO ₂ emissions target for 2026	Main goal + 13kt
Share price	35%	Average share price in Q1 2027 \geq average share price in H1 2024 + specific growth, or Rate of return between H1 2024 and Q1 2027 = WIG20 rate of return in the same period	Average share price in Q1 2027 \geq average share price in H1 2024 + specific growth, or Rate of return between H1 2024 and Q1 2027 = WIG20 rate of return in the same period
Sum of the weights	100%		

Table 15. Redemption conditions for the Series Five (2025–2027)

Success indicator	Weight (% of phantom shares)	Conditions for 100% redemption (the main goal)	Conditions for 50% redemption (the minimum goal)
EBITDAaL (PLN mn)	30%	2025–2027 aggregate ≥ Strategic Plan objectives	Main goal – 420
Organic Cash Flow (PLN mn)	25%	2025–2027 aggregate ≥ Strategic Plan objectives	Main goal – 302
CO ₂ emissions (kt)	10%	CO ₂ emissions target for 2027	Main goal +34kt
Total Shareholder Return (TSR) ¹⁾	35%	Weighted average for the last 4 months of 2027 to weighted average for the last 4 months of 2024 from: 1) OPL TSR ≥ Poland TSR median ²⁾ 2) OPL TSR ≥ Europe TSR median ³⁾	Weighted average for the last 4 months of 2027 to weighted average for the last 4 months of 2024 from: 1) Poland TSR median > OPL TSR > 1st quartile of Poland TSR ²⁾ 2) Europe TSR median > OPL TSR > 1st quartile of Europe TSR ³⁾
Sum of the weights	100%		

¹⁾ The redemption of phantom shares upon achieving the minimum goal for TSR requires a decision of the Supervisory Board after the end of the series.

²⁾ A panel of the 20 largest Polish companies (currently comprising the WIG20 index).

³⁾ A panel of a selected group of European telecommunications companies.

In April 2025, the Series Two (2022–2024) of the Programme was settled. The goals set for success indicators were achieved at the following level: EBITDAaL at 50%, Organic Cash Flow at 100%, CO₂ emissions at 100% and share price at 100%. The condition related to maintaining the average share price of Orange Polska S.A. was met: the average share price in the first quarter of 2025 was higher than in the first half of 2022.

Table 16. Number and value of phantom shares redeemed by Orange Polska S.A., and the valuation of the Long Term Incentive Programme for the Series Two (LTI 2022–2024), recognised as the Company's costs in 2025

Full name	LTI 2022–2024		
	Number of redeemed phantom shares	Payment upon the Programme completion in April 2025 (PLN '000)*	Valuation of the Programme recognised as the Company's costs in 2025 (PLN '000)
Jolanta Dudek	29,160	223	23
Bożena Leśniewska	29,160	223	23
Witold Drożdż	29,160	223	23
Piotr Jaworski	29,160	223	23
Jacek Kowalski	29,160	223	23
Jacek Kunicki	29,160	223	23
Maciej Nowohoński	29,160	223	23

* Number of shares for redemption (29,160) × the average price of Orange Polska S.A. shares in Q1 2025 (PLN 8.1329) less payment for the purchase of the redeemed phantom shares (PLN 14,580).

Table 17. Number of phantom shares acquired, and the valuation of the Long Term Incentive Programme for all series (LTI 2023–2025, LTI 2024–2026 and LTI 2025–2027), recognised as the Company's costs in 2025

Full name	LTI 2023–2025		LTI 2024–2026		LTI 2025–2027	
	Number of purchased phantom shares	Valuation of the Programme recognised as the Company's costs in 2025 (PLN '000)*	Number of purchased phantom shares	Valuation of the Programme recognised as the Company's costs in 2025 (PLN '000)*	Number of purchased phantom shares	Valuation of the Programme recognised as the Company's costs in 2025 (PLN '000)*
Liudmila Climoc	-	-	40,800	214	40,800	124
Jolanta Dudek	43,200	301	40,800	214	40,800	124
Bożena Leśniewska	43,200	301	40,800	214	40,800	124
Witold Drożdż	43,200	301	40,800	214	40,800	124
Piotr Jaworski	43,200	301	40,800	214	40,800	124
Jacek Kowalski	43,200	301	40,800	214	40,800	124
Jacek Kunicki	43,200	301	40,800	214	40,800	124
Maciej Nowohoński	43,200	301	40,800	214	40,800	124

* Number of shares × valuation of share options as of 31 December 2025.

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

The LTI 2023–2025 shares shall be redeemed in 2026, provided that the relevant conditions are met.

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

The Long Term Incentive Plan of the Orange Group is effected in three-year editions. It includes key executives in the Orange Group and is integrated with the Orange Group's strategic plan.

Members of the Management Board are awarded a predefined number of free shares of Orange S.A. under the following conditions: continuous service in the Orange Group throughout the Plan and some performance-based criteria.

The aim of the Plan is to **recognise the engagement of the Orange Group's key executives, to share the value created by the Orange Group's strategic plan, to achieve a balance between short-term and long-term remuneration, and to rely on well-known, monitored performance indicators.**

The Plan was launched in 2017, and its subsequent editions were implemented in subsequent calendar years.

In April 2025, the sixth edition of the Plan, for the years 2022–2024, was settled. As part of the settlement, Orange S.A. awarded disposable shares to the participants (see Table 19 below).

The unsettled editions include the seventh edition for 2023–2025, the eighth edition for 2024–2026 and the ninth edition for 2025–2027.

The conditions for receiving a specified number of free shares of Orange S.A. are indicated in the Table 18 below.

Table 18. Detailed parameters of the Long Term Incentive Plan

Name of the Plan	LTIP 2023–2025	LTIP 2024–2026	LTIP 2025–2027
1	2	3	4
Performance assessment period	Years 2023–2025	Years 2024–2026	Years 2025–2027
Award date	25 July 2023	23 July 2024	28 July 2025
Ending date of the edition	31 December 2025	31 December 2026	31 December 2027
Award condition	Continuous service from 1 January 2023 to 31 March 2026	Continuous service from 1 January 2024 to 31 March 2027	Continuous service from 1 January 2025 to 31 March 2028
a) Financial indicator	a) Organic Cash Flow ¹⁾	a) Organic Cash Flow ¹⁾	a) Organic Cash Flow ¹⁾
b) Indicator weight	b) 40%	b) 40%	b) 40%
a) Financial indicator	a) Total Shareholder Return ²⁾	a) Total Shareholder Return ³⁾	a) Total Shareholder Return ³⁾
b) Indicator weight	b) 30%	b) 30%	b) 30%
a) Financial indicator	a) CSR ⁴⁾	a) CSR ⁵⁾	a) CSR ⁵⁾
b) Indicator weight	b) 30%	b) 30%	b) 30%

¹⁾ The Orange Group's Organic Cash Flow will be assessed for the whole term of the relevant LTIP series with reference to the strategic plan objectives.

²⁾ The increase in Total Shareholder Return should be higher than in TSR for the Stoxx Europe 600 Telecommunications Index between the first four months of the year preceding the first year of performance assessment and the last four months of the last year of performance assessment.

³⁾ The increase in Total Shareholder Return should be higher than the target defined as the median of Total Shareholder Returns of a group of companies in the telecommunication industry included in the Stoxx Europe 600 Telecommunications Index between the first four months of the year preceding the first year of performance assessment and the last four months of the last year of performance assessment.

⁴⁾ 20% of the CSR objective corresponds to the achievement of the goal related to a reduction of CO₂ emissions at the end of the assessment period, and the remaining 10% of the CSR objective corresponds to the achievement of the goal related to the share of women in managerial positions at the end of the assessment period.

⁵⁾ 20% of the CSR objective corresponds to the achievement of the goal related to a share of renewable energy in the electric energy mix at the end of the assessment period, and the remaining 10% of the CSR objective corresponds to the achievement of the goal related to the proportion of women in managerial positions at the end of the assessment period.

Rules for awarding Orange S.A. shares for specific objectives under the Long Term Incentive Plan of the Orange Group.

Editions for 2022–2024 and 2023–2025

1. Shares for the Organic Cash Flow performance may be awarded upon achieving at least 95% of the target.
2. With respect to other objectives, shares are awarded only upon achieving them in 100%.

Subsequent editions, starting from 2024–2026

1. Shares for the Organic Cash Flow performance may be awarded upon achieving at least 95.7% of the target in the eighth edition (2024–2026) or upon achieving a specified value in millions of euros (i.e. the target minus the amount specified in the conditions of the Plan) in the ninth edition (2025–2027).
2. For the CSR performance, shares may be awarded upon achieving at least 97.9% of the target for a share of renewable energy in the electric energy mix and 97.2% of the target for a share of women in managerial positions in the eighth edition (2024–2026), and 98% and 97.3% respectively in the ninth edition (2025–2027).
3. Shares for the Total Shareholder Return performance may be awarded upon achieving at least the target (specified in the note 3 under the Table 18 above). Otherwise, the decision to award shares shall be made by the Board of Directors of Orange S.A.
4. The maximum possible achievement for the CSR indicators is 100%, whereas the maximum possible achievement for the Organic Cash Flow and Total Shareholder Return indicators is 120%, if the relevant target is exceeded.
5. The total number of disposable shares awarded upon settlement of an edition of the Plan may not exceed the share awards specified in the Table 19 below.

Table 19. Number of disposable shares awarded or to be awarded to Members of the Management Board in the Long Term Incentive Plan of the Orange Group (PLN '000)

Full name	Shares to be awarded (number)				Disposable shares awarded in LTIP 2022–2024 and settled in 2025 (number)
	LTIP 2022–2024	LTIP 2023–2025	LTIP 2024–2026	LTIP 2025–2027	
1	2	3	4	5	6
Liudmila Climoc	2,000	3,000	4,500	4,500	2,000
Jolanta Dudek	2,000	2,000	3,000	3,000	2,000
Bożena Leśniewska	2,000	2,500	3,000	3,000	2,000
Witold Drożdż	2,000	1,500	3,000	3,000	2,000
Piotr Jaworski	2,000	1,500	2,000	2,500	2,000
Jacek Kowalski	2,000	1,500	2,500	2,500	2,000
Jacek Kunicki	2,000	3,000	4,000	4,500	2,000
Maciej Nowohoński	2,000	2,000	3,000	3,000	2,000

Table 20. Valuation of the Long Term Incentive Plan of the Orange Group, recognised as the Company's costs in 2025 (PLN '000)

Full name	LTIP 2023–2025	LTIP 2024–2026	LTIP 2025–2027
	For 12 months ended 31 December 2025	For 12 months ended 31 December 2025	For 12 months ended 31 December 2025
Liudmila Climoc	45	50	37
Jolanta Dudek	30	33	24
Bożena Leśniewska	38	33	24
Witold Drożdż	23	33	24
Piotr Jaworski	23	22	20
Jacek Kowalski	23	28	20
Jacek Kunicki	45	45	37
Maciej Nowohoński	30	33	24

4. Remuneration of the Members of the Supervisory Board

The remuneration of Members of the Supervisory Board is determined by the General Meeting of Shareholders of Orange Polska S.A. In 2025, Members of the Supervisory Board were entitled to remuneration set out in the Resolution 40 of the Annual General Meeting of 2023.

Members of the Supervisory Board are entitled to fixed monthly remuneration depending on their functions performed in the Supervisory Board regardless of the number of meetings held in the given month. If a person is a Member or the Chairman of several Committees of the Supervisory Board in the given period, they do not receive the sum of additional remuneration for such positions but the highest remuneration to which they are entitled.

Within the Supervisory Board, there are three standing committees: Audit Committee, Remuneration Committee and Strategy Committee. Furthermore, the Supervisory Board may establish other Committees and define their tasks at its own discretion. In 2025, the Supervisory Board did not establish any further Committees.

Members of the Supervisory Board employed by Orange SA or its subsidiaries do not receive remuneration for performing the function of a Member of the Supervisory Board of Orange Polska S.A. or its Committees.

All Members of the Supervisory Board are entitled to reimbursement of costs related to their participation in the Supervisory Board's work. In connection with the performance of the Supervisory Board Member's duties Members of the Supervisory Board are covered by the D&O liability insurance.

In 2025, Members of the Supervisory Board were granted additional benefits in the form of invitations to cultural events.

The Company has followed the Diversity Management Policy for the Members of the Supervisory Board, adopted by the Annual General Meeting on 22 April 2022.

Table 21. Remuneration of the Members of the Supervisory Board for 2025

Full name	Total remuneration for performing the function (PLN '000)	Of which: Remuneration for sitting on a Committee (PLN '000)	Notes
Maciej Witucki	468	-	3)
Marie-Noëlle Jégo-Laveissière	-	-	1)
Laurent Martinez	-	-	1)
Marc Ricau	-	-	1)
Philippe Béguin	-	-	1)
Bénédicte David	-	-	1)
Bartosz Dobrzyński	260	86	3) 4)
Clarisse Heriard Dubreuil	-	-	1)
John Russell Houlden	431	288	
Monika Nachyła	243	86	3) 4)
Maria Pasło-Wiśniewska PhD	350	201	3)
Adam Uszpolewicz	237	86	3)
Jean-Marc Vignolles	-	-	2)
Etienne Vincens de Tapol	-	-	1)
Total	1,989	747	

- 1) A person employed by Orange S.A. who did not receive remuneration for the function performed in Orange Polska.
- 2) A person who did not receive remuneration for the function performed.
- 3) Total remuneration includes reimbursement of a portion of social insurance contributions as pursuant to the decision of the Social Insurance Institution (ZUS) the limitation of the annual basis for calculating contributions was exceeded.
- 4) Total remuneration includes additional benefits in the form of passes for Orange Warsaw Festival (OWF) and Open'er Festival.

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

In 2025, Orange Polska S.A. effected remuneration payments in line with the adopted Remuneration Policies, and there were no derogations from the rules specified therein.

6. Evolution of remuneration and key results over the 2021–2025 period

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

Table 22. Evolution of Orange Polska S.A.'s consolidated results over the last five years

Evolution of Orange Polska S.A.'s consolidated results (%/PLN mn)					
Orange Polska Group reports a single operating segment in its IFRS financial statements, as decisions about resources to be allocated and assessment of performance are made on a consolidated basis.					
Annual performance	2021	2022	2023	2024	2025
EBITDAaL	2,963	3,078	3,179	3,324	3,473
EBITDAaL evolution⁽¹⁾	+5.9%	+3.9%	+3.3%	+4.6%	+4.0% ⁽²⁾
Revenue	11,928	12,488	12,970	12,732	13,133
Revenue evolution⁽¹⁾	+3.6%	+4.7%	+3.9%	-1.8%	+4.3% ⁽²⁾
Organic cash flow	867	822	1,173	985	1,013
Organic cash flow evolution	+35%	-5.2%	+43%	-16%	+3%
NPS (Net promoter score – position on the Polish market of telecommunications operators)	2	2	3	1	2

⁽¹⁾ Evolution of performance measures has been calculated on a comparable basis. Where applicable, previous year's results have been restated to reflect changes in accounting policies and deconsolidation of subsidiaries, and to conform to new definitions of performance measures.

⁽²⁾ Revenue and EBITDAaL evolution in 2025 has been adjusted to ensure data comparability: Orange Energia Sp. z o.o., a subsidiary sold on 30 June 2025, has been excluded from the Group's results for the period after 30 June 2024.

Total remuneration of Members of the Management Board and remuneration of employees other than Members of the Management Board or Supervisory Board for 2025 are presented in the Table 23 below.

Table 23. Evolution of remuneration in Orange Polska S.A. over the last five years

Gross remuneration of the Management Board (PLN '000) ^{(1) (3)}					
Full name	2021	2022	2023	2024	2025
Liudmila Climoc ⁽²⁾	n/a	n/a	1,608	5,745	6,365
Jolanta Dudek	1,903	2,220	2,186	2,506	2,699
Bożena Leśniewska	2,568	2,697	2,504	2,776	2,883
Witold Drożdż	1,700	1,797	1,876	2,125	2,135
Piotr Jaworski	1,757	1,905	1,886	2,133	2,244
Jacek Kowalski	2,166	2,113	1,980	2,148	2,122
Jacek Kunicki ⁽⁷⁾	1,813	2,018	2,097	2,576	2,657
Maciej Nowohoński	2,203	2,188	2,043	2,231	2,194
Julien Ducarroz ⁽²⁾	5,382	5,670	4,353	n/a	n/a
TOTAL	19,492	20,608	20,533	22,240	23,299

Employee remuneration (excluding the Management Board and Supervisory Board) ^{(1) (4)}					
	2021	2022	2023	2024	2025
Average total gross salary (PLN '000)	129	134	142	156	168
Total gross remuneration paid to employees in subsequent years (PLN '000)	1,236,923	1,187,072	1,217,931	1,276,168	1,305,564
Management Board remuneration to employee remuneration ratio (%)	1.74% ⁽⁵⁾	1.74%	1.69%	1.90% ⁽⁵⁾	1.90% ⁽⁵⁾
Number of employees ⁽⁶⁾	9,622	8,863	8,571	8,157	7,761

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

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

⁽³⁾ Total remuneration and benefits of Members of the Management Board (including the Employee Pension Scheme), excluding benefits from the Social Fund, from the date of appointment as a Member of the Management Board to the end of tenure as a Member of the Management Board.

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

⁽⁵⁾ In 2021, 2024 and 2025, the remuneration of Members of the Management Board increased by payments pursuant to the completion of the Incentive Programme in the form of phantom shares was assumed to determine the ratio.

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

⁽⁷⁾ In 2024 and 2025, an additional bonus of PLN 180,000 for each year, described in section 3.5 above, was included.

n/a – not applicable

This Report presents information concerning remuneration of Members of the Management Board and Supervisory Board, while omits information concerning remuneration of the employees of Orange Polska S.A. other than Members of the Management Board or the Supervisory Board, except for the data presented in the Table 23 above.

The Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2024 was drawn up and adopted by the Supervisory Board of Orange Polska S.A. on 18 March 2025 in line with the requirements set forth in the Act of 29 July 2005 on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies. The Annual General Meeting of Orange Polska S.A. expressed a positive opinion on the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2024 (Resolution no. 31 of the Annual General Meeting of Orange Polska S.A. dated 17 April 2025).

Additional disclosure regarding remuneration of the President of the Management Board

With reference to the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2025, we hereby provide further clarification on the President of the Management Board's remuneration.

Liudmila Climoc, who serves as the President of the Management Board of Orange Polska S.A., is employed by Orange Global International Mobility SA (OGIM SA), based in Switzerland, a company within the Orange SA capital group, and is posted to Orange Polska S.A. for the duration of her term as President of the Management Board. The remuneration of the President of the Management Board, both fixed and variable, is determined by the Supervisory Board of Orange Polska S.A., but paid by OGIM S.A., and then reimbursed to OGIM S.A. by Orange Polska S.A. as a reimbursement of costs related to this posting. The fixed remuneration of the President of the Management Board presented in the table consists of base salary, benefits, and social security contributions. The details of those items are shown in the table below.

(PLN '000)	2024	2025	Change yoy	Comment
Base salary	1,551	1,522	- 29	Denominated in Euro (EUR 360k) and not changed yoy
Benefits	1,714	1,964	250	Includes among others due to exchange rate adjustments from previous years
Social security contributions	878	1,230	351	Increase mainly due to higher variable remuneration and due to higher benefits
Tax	0	137	137	Tax corresponding to 2024 remuneration
Total	4,143	4,852	709/17%	



This document is a free translation of the Polish original. Terminology current in Anglo-Saxon countries has been used where practicable for the purposes of this translation in order to aid understanding. The binding Polish original should be referred to in matters of interpretation.

Independent Reasonable Assurance Report

To the General Shareholders' Meeting and Supervisory Board of Orange Polska S.A.

Scope of Service

At the request of Orange Polska S.A. (the "Entity") we performed an independent reasonable assurance engagement relating to evaluation of the remuneration report of the Management Board and the Supervisory Board for year 2025 (the "Remuneration report") in terms of the inclusion of the information required under Article 90g paragraphs 1-5 and paragraph 8 of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies dated 29 July 2005 (the "Act").

Responsibilities of the Supervisory Board of the Entity

Members of the Entity's Supervisory Board are responsible for the preparation of the Remuneration report in accordance with Article 90g of the Act. This responsibility also includes designing, implementing and maintaining internal control relevant to the preparation of the Remuneration report that is free from material misstatement whether due to fraud or error.

Auditor's Responsibilities

Our objective was to evaluate the completeness of the information included in the Remuneration report against the criteria set out in the section "Identification of the Criteria" and to issue an independent reasonable assurance conclusion based on the evidence obtained.

We conducted our engagement in accordance with International Standard on Assurance Engagements 3000 (Revised), "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" as adopted by the National Council of Statutory Auditors ("NCSA") as National Standard on Assurance Engagements Other Than Audit and Review 3000 (R). That standard requires that the auditor plans and performs procedures to obtain reasonable assurance about whether the Remuneration report has been prepared completely and that the information has been disclosed with the level of detail required by Article 90g paragraphs 1-5 and paragraph 8 of the Act.

The firm applies International Standard on Quality Management (PL) 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagement" as adopted by the Council of Polish Agency for Audit Oversight as National Standard on

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KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k., a Polish limited partnership and a member firm of the KPMG global organization of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Company registered at the District Court for the capital city of Warsaw in Warsaw, 12th Commercial Division of the National Business Register.

KRS 0000399379
NIP: 527-26-15-362
REGON: 142078130

Quality Control 1, which requires us to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and ethics requirements of the *International Code of Ethics for Professional Accountants (including International Independence Standards)* of the International Ethics Standards Board For Accountants (IESBA Code) as adopted by the resolution of the NCSA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour as well as other independence and ethical requirements, applicable to this assurance engagement in Poland.

The procedures selected depend on our judgment, including the assessment of the risks of material misstatement in the Remuneration report, whether due to fraud or error. In making those risk assessments, we have considered internal control relevant to the preparation of the Remuneration report in accordance with Article 90g paragraphs 1-5 and paragraph 8 of the Act in order to design assurance procedures that are appropriate in the circumstances, but not for the purposes of expressing a conclusion as to the effectiveness of internal control.

Our procedures included, in particular:

- reading the content of the Remuneration report and assessing whether it contains quantitative and qualitative (descriptive) disclosures to the extent required by the Act;
- determining, by comparing to corporate documents, a list of persons for whom there is a requirement to include information in the Remuneration report and determining, by inquiring of persons responsible for preparing the Remuneration report, and, where we deem it appropriate, also directly of persons who are subject to information requirement, whether all information provided for in the criteria for preparation of the Remuneration report has been disclosed;
- reading the resolutions of the General Shareholders Meeting of the Entity regarding the remuneration policy for Members of the Management Board and Supervisory Board and related detailed resolutions of the Supervisory Board and assessing whether the information presented in the Remuneration report is consistent with the remuneration policy adopted by the Entity and effective during the period covered by the report;
- agreeing on the basis of a selected sample, of the presented remuneration amounts to the Entity's accounting books;
- determining, by performing inquiries and verifying the employment contracts, whether the remuneration of the Members of the Management Board and Supervisory Board includes cash or non-cash benefits granted to their closest family members in accordance with the requirements of the Act;
- determining whether the information concerning granted or offered financial instruments, including the general terms - complies with the adopted and approved variable remuneration component program adopted by the Entity.

The Remuneration report was not subject of audit within the meaning of National Standards on Auditing. The procedures performed by us do not constitute either an audit or review of this financial information, therefore we are not responsible for issuing or updating any reports or opinions on the Entity's historical financial information.

Our procedures were solely aimed at obtaining evidence that the information included by the Supervisory Board in the Remuneration report, in terms of its completeness complies with the applicable requirements. The purpose of our work was not to assess the sufficiency of the information included in the Remuneration report in terms of the purpose of preparing the Remuneration report, or to assess the correctness and integrity of the information contained therein, in particular as to the amounts disclosed, including estimates made for prior years, figures, dates, analysis, allocation methods and compliance with the adopted remuneration policy.



Our procedures also included an assessment of whether the subject matter of the engagement is appropriate and the criteria adopted for preparation of the Remuneration report are appropriate to the given circumstances.

Identification of the Criteria

The evaluation criteria of the Remuneration report are set out in Article 90g paragraphs 1-5 and paragraph 8 of the Act.

Conclusion

Our conclusion has been formed on the basis of, and is subject to, the matters outlined above.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

In our opinion, the Remuneration report, in all material respects, contains all the elements listed in Article 90g paragraphs 1-5 and paragraph 8 of the Act.

Restriction of Use of Our Report

Our report has been prepared for the General Shareholders' Meeting and Supervisory Board in order to meet the requirements of the Article 90g paragraph 10 of the Act and shall not be used for any other purpose. KPMG accepts no liability in relation to this report, arising from contractual or non-contractual relationships (including negligence) in relation to third parties. The above does not exclude our liability where such exclusion is disallowed by law.

On behalf of audit firm

KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

Registration No.: 3546

Signed on the Polish original

Marek Gajdziński

Key Certified Auditor

Member of the Management Board of KPMG

Audyt Sp. z o.o., entity which is the General

Partner of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

Warsaw, 11 March 2026

point 5

of the meeting agenda

Adoption of the following resolutions concerning:

- a) approval of Orange Polska S.A. separate financial statements for the 2025 financial year,
- b) distribution of the Orange Polska S.A. profit for the 2025 financial year,
- c) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2025 financial year,
- d) approval of the Orange Polska Group consolidated financial statements for the 2025 financial year,
- e) approval of the Supervisory Board report for the 2025 financial year,
- f) expressing an opinion on the Supervisory Board report on remuneration in 2025,
- g) granting approval of the performance of duties of the members of Orange Polska S.A. governing bodies in the financial year 2025,

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated 10 April 2026

on approval of the Orange Polska S.A. IFRS financial statements for 2025

On the basis of art. 53 clause 1 of the Accounting Act and art. 393 item 1, art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of the Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Orange Polska S.A. IFRS financial statements for 2025 which include:

- 1) income statement for 2025 showing net income of PLN 813 million (in words: PLN eight hundred and thirteen million),
- 2) statement of comprehensive income for 2025 showing total comprehensive income of PLN 711 million (in words: PLN seven hundred and eleven million),
- 3) statement of financial position as at 31 December 2025, with the balance sheet total of PLN 26,012 million (in words: PLN twenty six billion twelve million),
- 4) statement of changes in equity for 2025 showing an increase in equity by PLN 21 million (in words: PLN twenty one million),
- 5) statement of cash flows for 2025 showing a decrease in cash and cash equivalents by PLN 8 million (in words: PLN eight million),
- 6) notes to the financial statements.

§ 2

The resolution comes into force on the day of its adoption.

resolution no...
of the Annual General Meeting
of Orange Polska S.A.

dated 10 April 2026

on distribution of Orange Polska S.A. profit for 2025 and use of part of the financial means from the supplementary capital for distribution of the dividend

On the basis of art 395 § 2 item 2 of the Commercial Companies Code and § 13 clause 2 of Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The net income of Orange Polska S.A. for the 2025 financial year of PLN 812,853,584.56 (in words: PLN eight hundred and twelve million eight hundred and fifty three thousand five hundred and eighty four 56/100) shall be divided in the following manner:

- 1) for a dividend – PLN 796,596,512.87 (in words: PLN seven hundred and ninety six million five hundred and ninety six thousand five hundred and twelve 87/100),
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 16,257,071.69 (in words: PLN sixteen million two hundred and fifty seven thousand seventy one 69/100).

§ 2

- 1) The amount of dividend shall be 61 groszy (in words: sixty one groszy) for each entitled share. For this purpose, part of the funds from the supplementary capital in the amount of PLN 3,941,549.32 (in words: PLN three million nine hundred and forty one thousand five hundred and forty nine 32/100) shall be allocated and distributed for the dividend.
- 2) Total amount for distribution of the dividend shall be PLN 800,538,062.19 (in words: PLN eight hundred million five hundred and thirty eight thousand sixty two 19/100).

§ 3

Persons being the Company's shareholders on 24 June 2026 (the Dividend Day) shall be entitled to the dividend.

§ 4

The dividend shall be paid on 8 July 2026.

§ 5

The resolution comes into force on the day of its adoption.

JUSTIFICATION

Management Board of Orange Polska recommends to Annual General Meeting payment of a cash dividend of PLN 0.61 per share in 2026 from 2025 profits. The proposal to increase the dividend by 15% is a reflection of Company's strong financial performance in 2025, its sound balance sheet and the confidence of the management in the future prospects of Orange Polska. In line with Lead the Future strategy dividend policy, PLN 0.61 per share will become the new dividend floor until 2028.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated 10 April 2026

on approval of the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in the 2025 financial year

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in the 2025 financial year.

§ 2

The resolution comes into force on the day of its adoption.

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated 10 April 2026

on approval of the Orange Polska Group IFRS consolidated financial statements for 2025

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Orange Polska Group IFRS consolidated financial statements for 2025, which include:

- 1) consolidated income statement for 2025 showing net income of PLN 762 million (in words: PLN seven hundred and sixty two million), including net income attributable to owners of Orange Polska S.A. of PLN 762 million (in words: PLN seven hundred and sixty two million),
- 2) consolidated statement of comprehensive income for 2025 showing total comprehensive income of PLN 575 million (in words: PLN five hundred and seventy five million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 575 million (in words: PLN five hundred and seventy five million),
- 3) consolidated statement of financial position as at 31 December 2025, with the balance sheet total of PLN 27,008 million (in words: PLN twenty seven billion eight million),
- 4) consolidated statement of changes in equity for 2025 showing a decrease in total equity by PLN 115 million (in words: PLN one hundred and fifteen million), including a decrease in equity attributable to owners of Orange Polska S.A. by PLN 115 million (in words: PLN one hundred and fifteen million),
- 5) consolidated statement of cash flows for 2025 showing a decrease in cash and cash equivalents by PLN 28 million (in words: PLN twenty eight million),
- 6) notes to the consolidated financial statements.

§ 2

The resolution comes into force on the day of its adoption.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on approval of the Supervisory Board report for the 2025 financial year

§ 1

The Supervisory Board of the Orange Polska S.A. report for the 2025 financial year is approved.

§ 2

The resolution enters into force upon adoption.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on expressing an opinion on the Report of the Supervisory Board on remuneration in 2025

§ 1

A positive opinion on the Report of the Supervisory Board on remuneration of the members of the Management Board and Supervisory Board of Orange Polska S.A. in 2025 is expressed.

§ 2

The resolution enters into force upon adoption.

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on granting approval of the performance of duties

§ 1

The approval of the performance by of his/her duties as the President / a member of the Orange Polska S.A. Management Board / a member of the Orange Polska S.A. Supervisory Board in financial year 2025 is granted.

**List of persons performing the functions of the Orange Polska S.A. Management Board's members
in the financial year 2025**

1. Liudmila Climoc - President
2. Jolanta Barbara Dudek - Vice President
3. Bożena Katarzyna Leśniewska - Vice President
4. Witold Ryszard Drożdż - Member
5. Piotr Tadeusz Jaworski - Member
6. Jacek Kowalski - Member
7. Jacek Marek Kunicki - Member
8. Maciej Mateusz Nowohoński - Member

**List of persons performing the functions of the Orange Polska S.A. Supervisory Board's members
in the financial year 2025**

1. Maciej Krzysztof Witucki - Chairman
2. Marie-Noëlle Jégo-Laveissière - Deputy Chairman
3. Laurent Martinez - Deputy Chairman
4. Marc Ricau - Secretary
5. Philippe Béguin - Member
6. Bénédicte Anne Françoise David - Member
7. Bartosz Marcin Dobrzyński - Member
8. Clarisse Heriard Dubreuil - Member
9. John Russell Houlden - Member
10. Monika Aleksandra Nachyła - Member
11. Maria Pasło-Wiśniewska - Member
12. Adam Jacek Uszpolewicz - Member
13. Jean-Marc Vignolles - Member
14. Etienne Vincens de Tapol - Member

point 6

of the meeting agenda

Adoption of the resolution on amending the Articles of Association of Orange Polska S.A.

Uchwała nr 6/26

(Resolution no. 6/26)

Zarządu

(of the Management Board of)

Orange Polska S.A.

podjęta w trybie pisemnym (adopted by circulation)

z dnia (dated) **02.03. 2026**

w sprawie wystąpienia do Walnego Zgromadzenia z wnioskiem o zmianę Statutu

§ 1

Zarząd Orange Polska S.A. postanawia wystąpić do Walnego Zgromadzenia z wnioskiem o podjęcie:

- a) uchwały w sprawie zmiany Statutu Orange Polska S.A.,
- b) uchwały w sprawie przyjęcia tekstu jednolitego Statutu Orange Polska S.A.

§ 2

Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej wniosek, o którym mowa w § 1 powyżej, celem zaopiniowania stosownie do § 23 ust. 2 pkt 7 Statutu Orange Polska S.A.

§ 3

Projekty stosownych uchwał Walnego Zgromadzenia, o których mowa w § 1, stanowią odpowiednio [załącznik nr 1](#) oraz [załącznik nr 2](#) do niniejszej uchwały.

on a motion to the General Meeting on amendments to the Articles of Association

§ 1

Orange Polska S.A. Management Board decides to submit a motion to the General Meeting on adopting:

- a) a resolution on amendments to the Articles of Association of Orange Polska S.A.,
- b) a resolution on adopting the unified text of the Articles of Association of Orange Polska S.A.

§ 2

Orange Polska S.A. Management Board decides to present the motion referred to in § 1 above to the Supervisory Board in order to obtain its opinion pursuant to § 23 paragraph 2 (7) of the Articles of Association of Orange Polska S.A.

§ 3

Drafts of the relevant resolutions of the General Meeting, referred to in § 1, constitute attachments no. 1 and 2 to this resolution.

(English text of the resolution is the translation)

Liudmila Climoc

Jolanta Dudek

Bożena Leśniewska

Witold Drożdż

Piotr Jaworski

Jacek Kowalski

Jacek Kunicki

Maciej Nowochoński

MODIFICATIONS TO THE ORANGE POLSKA ARTICLES OF ASSOCIATION

JUSTIFICATION

The following proposed modifications to the Orange Polska Articles of Association are related to the changes adopted by the Polish government in the Polish Classification of Activities, which aim to adapt it to current economic environment and ensure compliance with international standards. These changes require Polish business entities to reflect these updates in their Articles of Association.

Therefore, the proposed amendments are primarily of an adaptation nature. In addition, it is proposed that item "*production of fiber optic cables [PKD 27.31.Z]*" be removed from the list of activities.

- DRAFT -

ARTICLES OF ASSOCIATION
OF
ORANGE POLSKA S.A.

- unified text -

I. GENERAL PROVISIONS

§ 1

The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.

§ 2

1. The seat of the Company shall be in the capital city of Warsaw.
2. The Company has been established for an indefinite period of time.

§ 3

The Company shall conduct its activities in accordance with the provisions of the Commercial Companies Code and other regulations.

§ 4

1. The State Treasury is the founder of the Company.
2. The Company was created as a result of the transformation of an organised part of a state enterprise called: Polish Post, Telegraph and Telephone.

§ 5

1. The activity of the Company shall be conducted in the Republic of Poland and abroad.
2. Within its area of activity the Company may establish branch offices and representative offices in Poland and abroad as well as hold interests in and establish companies and participate in other organisations.

II. OBJECTS OF THE COMPANY

§ 6

1. The objects of the Company shall be as follows:
 - 1) other printing [PKD 18.12.Z];
 - 2) ~~pre-press~~ services activities related to printing preparation [PKD18.13.Z];
 - 3) bookbinding and ~~related-similar~~ services [PKD 18.14.Z];
 - 4) reproduction of recorded media [PKD 18.20.Z];
 - 5) manufacture of metal structures and their parts ~~of structures~~ [PKD 25.11.Z];
 - 6) mechanical processing treatment and coating of metal elements ~~s~~ [PKD 25.6153.Z];
 - 7) manufacture of other fabricated metal products not elsewhere classified [PKD 25.99.Z];
 - 8) manufacture of electronic printed circuits [PKD 26.12.Z];
 - 9) manufacture of (tele)communication equipment [PKD 26.30.Z];
 - ~~10) manufacture of fibre optic cables [PKD 27.31.Z];~~
 - ~~11) repair and maintenance~~ of electronic and optical equipment [PKD 33.13.Z];
 - ~~12) repair and maintenance~~ of electrical equipment [PKD 33.14.Z];
 - ~~13) installation of industrial machinery and equipment and outfit~~ [PKD 33.20.Z];
 - ~~14) trade of electricity~~ [PKD 35.145.Z];
 - ~~15) construction building~~ works related to erection of ~~residential and~~ non-residential buildings [PKD 41.200.Z];
 - ~~16) works related to the construction of transmission pipelines and distribution networks of utility projects for fluids~~ [PKD 42.21.Z];
 - ~~17) works related to the construction of utility projects for electricity and telecommunications and power lines~~ [PKD 42.22.Z];
 - ~~18) demolition and destruction of buildings~~ [PKD 43.11.Z],

- ~~19)18)~~ site preparation for construction [PKD 43.12.Z];
- ~~20)19)~~ performing excavations and geological and engineering test drilling and boring [PKD 43.13.Z];
- ~~21)20)~~ electrical installation [PKD 43.21.Z];
- ~~22)21)~~ plumbing, heating, gas and air conditioning installations [PKD 43.22.Z];
- ~~22)~~ insulation installation [PKD 43.23.Z];
- 23) other construction installations [PKD 43.294.Z];
- ~~24)~~ plastering [PKD 43.31.Z];
- ~~24)25)~~ joinery installation [PKD 43.32.Z];
- ~~25)26)~~ flooring, wallpapering and wall covering [PKD 43.33.Z];
- ~~26)27)~~ painting and glazing [PKD 43.34.Z];
- ~~27)28)~~ other ~~building completion and finishing~~ construction works [PKD 43.395.Z];
- ~~28)29)~~ construction of roofing structures and coverings activities [PKD 43.941.Z];
- ~~30)~~ other specialized construction works related to the construction of buildings [PKD 43.42.Z];
- ~~31)~~ specialized construction works in the field of civil engineering [PKD 43.50.Z];
- ~~32)~~ intermediation in specialized construction services [PKD 43.60.Z];
- ~~29)33)~~ other specialised construction works, not elsewhere classified [PKD 43.99.Z];
- ~~34)~~ activities of agents engaged in the wholesale of furniture, household appliances, and small items of hardware [PKD 46.15.Z];
- ~~30)35)~~ activities of agents engaged in specialised in the wholesale of other particular products goods [PKD 46.18.Z];
- ~~31)36)~~ activities of agents engaged involved in non-specialised the wholesale of a variety of goods [PKD 46.19.Z];
- ~~37)~~ wholesale of information and communication technology equipment [PKD 46.50.Z];
- ~~32)~~ wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- ~~33)~~ wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- ~~38)~~ other non-specialized retail sale [PKD 47.12.Z];
- ~~34)~~ other retail sale in non-specialised stores [PKD 47.19.Z];
- ~~39)~~ retail sale of information and communication technology equipment [PKD 47.40.Z];
- ~~35)~~ retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- ~~36)~~ retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- ~~37)~~ retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- ~~40)~~ retail sale of electrical household appliances [PKD 47.54.Z];
- ~~38)41)~~ retail sale of furniture, lighting equipment, tableware, and other household articles ~~in specialised stores~~ [PKD 47.595.Z];
- ~~42)~~ retail sale of sports equipment [PKD 47.63.Z];
- ~~43)~~ retail sale of games and toys [PKD 47.64.Z];
- ~~44)~~ retail sale of other cultural and recreational products, not elsewhere classified [PKD 47.69.C];
- ~~45)~~ retail sale of medical and orthopaedic products [PKD 47.74.Z];
- ~~46)~~ retail sale of watches and jewellery [PKD 47.77.Z];
- ~~39)47)~~ other retail sale of other new goods ~~in specialised stores~~ [PKD 47.78.Z];
- ~~40)48)~~ intermediation in non-specialised retail sale via mail order houses or via Internet [PKD 47.91.Z];
- ~~49)~~ retail sale of other new products [PKD 47.78.Z];
- ~~41)~~ other retail sale not in stores, stalls or markets [PKD 47.99.Z];

- 50) intermediation in passenger transport [PKD 52.32.Z];
- 42)51) other postal and courier activities [PKD 53.20.Z];
- 52) intermediation in the field of postal and courier activities [PKD 53.30.Z];
- 53) accommodation brokerage [PKD 55.40.Z];
- 54) intermediation in the field of service activities related to food [PKD 56.40.Z];
- ~~43) publishing of directories and mailing lists~~ [PKD ~~58.12.Z~~];
- 44)55) other publishing activities, excluding software [PKD 58.19.Z];
- 45)56) motion picture, video recording and television programmes production activities [PKD 59.11.Z];
- 46)57) motion picture and; video and television programme distribution activities [PKD 59.13.Z];
- 47)58) motion picture projection activities [PKD 59.14.Z];
- 48)59) sound recording and music recording publishing activities [PKD 59.20.Z];
- 49)60) radio broadcasting and distribution of sound recordings [PKD 60.10.Z];
- 50)61) broadcasting of public and subscription television programs and distribution of video recordings [PKD 60.20.Z];
- 62) other content distribution activities [PKD 60.39.Z];
- 51)63) internet traffic exchange wired telecommunications activities [PKD 61.10.ZA];
- 64) other wired, wireless, and satellite telecommunications activities [PKD 61.10.B];
- 52)65) wireless telecommunications services resale and intermediation in activities other than satellite telecommunications activities [PKD 61.20.Z];
- ~~53) satellite telecommunications activities~~ [PKD ~~61.30.Z~~];
- 66) internet communications activities [PKD 61.90.A];
- 54)67) other telecommunications activities, not elsewhere classified [PKD 61.90.ZB];
- ~~55) computer programming activities~~ [PKD ~~62.01.Z~~];
- ~~56) computer consultancy activities~~ [PKD ~~62.02.Z~~];
- ~~57) computer facilities management activities~~ [PKD ~~62.03.Z~~];
- ~~58) other information technology and computer service activities~~ [PKD ~~62.09.Z~~];
- 68) other programming activities [PKD 62.10.B];
- 69) cybersecurity activities [PKD 62.20.A];
- 70) other IT consultancy and IT facility management activities [PKD 62.20.B];
- 71) other information technology and computer service activities [PKD 62.90.Z];
- 72) data centre colocation and cloud computing activities [PKD 63.10.A];
- 73) content delivery network server activities [PKD 63.10.C];
- 59)74) other computing infrastructure, data processing, hosting and related services activities [PKD 63.14.ZD];
- ~~60) web portals~~ [PKD ~~63.12.Z~~];
- 61)75) other information service activities, not classified elsewhere [PKD 63.99.Z];
- 76) activities of companies raising finance for other entities [PKD 64.22.Z];
- 62)77) financial leasing [PKD 64.91.Z];
- 78) other forms of credit granting, not elsewhere classified [PKD 64.92.B];
- 63)79) other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 64)80) other activities supporting auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];

- 65)81) _____ activities of insurance agents and brokers [PKD 66.22.Z];
- 66)82) _____ buying and selling of ~~own~~-real estate on one's own account [PKD 68.10.Z];
- 83) implementation of other construction projects [PKD 68.12.C];
- 67)84) _____ renting and managing operating-of own or leased real estate [PKD 68.20.Z];
- 68)85) _____ activities related to real estate management on a fee or contract basis [PKD 68.32.ZB];
- 69)86) _____ accounting and; bookkeeping and auditing-activities; ~~tax consultancy~~ [PKD 69.20.Z];
- 87) tax consultancy [PKD 69.20.B];
- 88) financial auditing activities [PKD 69.20.C];
- 70) ~~public relations and communication activities~~ [PKD 70.21.Z];
- 71)89) _____ business and other management consultancy activities [PKD 70.220.Z];
- 72)90) _____ architectural activities [PKD 71.11.Z];
- 73)91) _____ other engineering activities and related technical consultancy [PKD 71.12.ZB];
- 74)92) _____ other technical testing and analysis [PKD 71.20.BC];
- 75)93) _____ other-research and development in the field of natural sciences and engineering [PKD 72.190.Z];
- 76)94) _____ advertising agencyies activities [PKD 73.11.Z];
- 77)95) _____ market ~~research~~-and public opinion research polling-[PKD 73.20.Z];
- 96) other public relations and communication activities [PKD 73.30.B];
- 97) interior design activities [PKD 74.13.Z];
- 78)98) _____ other specialised design activities [PKD 74.104.Z];
- 79) ~~other professional, scientific and technical activities not elsewhere classified~~ [PKD 74.90.Z];
- 99) patent attorney and marketing activities [PKD 74.91.Z];
- 100) all other professional, scientific, and technical activities not elsewhere classified [PKD 74.99.Z];
- 80)101) _____ renting and leasing of passenger cars and light motor vehicles, including motorcycles [PKD 77.11.Z];
- 102) renting rental and leasing of trucks [PKD 77.12.Z];
- 81)103) _____ renting and leasing of other personal and household goods [PKD 77.29.Z];
- 82)104) _____ renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 83)105) _____ renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 84)106) _____ other leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.ZB];
- 107) intermediation in renting and leasing of other tangible goods and intangible non-financial assets [PKD 77.52.Z];
- 85)108) _____ job placement and employee recruitment activities ~~of employment placement agencies~~ [PKD 78.10.Z];
- 86)109) _____ temporary employment agency activities and other related to the human resources provision of employees [PKD 78.320.Z];
- 87)110) _____ other reservation service and related activities not elsewhere classified [PKD 79.90.6Z];
- 111) investigative and security activities [PKD 80.01.Z];
- 88)112) _____ private-security activities-, not elsewhere classified other than security systems service activities-[PKD 80.190.Z];
- 89) ~~security systems service activities~~ [PKD 80.20.Z];
- 90) ~~investigation activities~~ [PKD 80.30.Z];

- ~~91)113) green area development landscape services activities~~ [PKD 81.30.Z];
- ~~92)114) combined office administrative services, including support activities~~ [PKD 82.10+.Z];
- ~~93) photocopying, document preparation and other specialised office support activities~~ [PKD 82.19.Z];
- 94)115) call centres activities [PKD 82.20.Z];
- ~~116) intermediation in business support activities, not elsewhere classified~~ [PKD 82.40.Z];
- 95)117) activities provided by collection agencies and credit bureaus [PKD 82.91.Z];
- 96)118) other business support activities, not elsewhere classified [PKD 82.99.Z];
- 97)119) educational support activities, not elsewhere classified [PKD 85.60.Z];
- 98)120) other sports activities, not elsewhere classified [PKD 93.19.Z];
- ~~121) other entertainment and recreational activities, not elsewhere classified~~ [PKD 93.29.B];
- 99)122) repair and maintenance of computers and (tele)communications peripheral equipment [PKD 95.10+.Z];
- ~~100) repair and maintenance of communication equipment~~ [PKD 95.12.Z];
- 101)123) other service activities not elsewhere classified [PKD 96.09.Z].

2. The Company also performs tasks related to national defence and security within the scope defined by law.

III. SHARE CAPITAL

§ 7

1. The share capital shall be composed of:
 - a) 1,312,357,479 (one billion three hundred twelve million three hundred fifty seven thousand and four hundred seventy nine) ordinary A-series bearer shares of nominal value of PLN 3 (three zlotys) each, and
 - b) no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares of nominal value of PLN 3 (three zlotys) each.
2. The share capital of the Company amounts to a maximum of PLN 3,958,411,437 (three billion and nine hundred fifty eight million four hundred eleven thousand and four hundred thirty seven), including the conditionally increased share capital of the Company amounting to a maximum of PLN 21,339,000 (twenty one million three hundred and thirty nine thousand zlotys).
3. The conditional share capital shall be established for the purpose of enabling the exercise of the right to subscribe, with priority over the existing shareholders, for no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares, which right is only vested in the holders of bonds with pre-emption right, issued in accordance with Resolution No. 38 of the General Meeting as of 28 April 2006, and allocated to the employees and executives of the Company and its subsidiaries, in accordance with the terms and conditions of the Incentive Program for the Company's Group Management.

§ 8

1. The Company's shares may be redeemed upon the shareholder's consent through purchase thereof by the Company (voluntary redemption).
2. The voluntary redemption of shares shall require a resolution by the General Meeting of Shareholders, which, in particular, shall define the amount of remuneration to which the shareholder is entitled for the redeemed shares or the justification behind the redemption of shares without remuneration.
3. Resolution on redemption of shares may be preceded by agreements with the shareholders whose shares are to be redeemed. Such agreements shall be executed following a resolution of the General Meeting of Shareholders authorising the Management Board to execute such agreements within

the scheme of repurchase for the purpose of redemption. The agreements shall specify the number of shares being purchased and the remuneration for those shares. The remuneration shall be agreed by the parties and take into consideration the criteria specified in article 5 of Commission Regulation (EC) No. 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments.

4. In a case of shares purchased within repurchase schemes, redemption of the Company's own shares shall take place during such scheme or after its completion and shall apply to all the shares within such scheme.

§ 9

1. The General Meeting of Shareholders may adopt a resolution on the increase of the initial capital by issuing new shares or by increasing the nominal value of shares.
2. The initial capital may also be increased by transferring funds from legal reserve capital or other reserve capital in the amount set out in a resolution of the General Meeting of Shareholders.

§ 10

The Company may issue convertible bonds.

IV. GOVERNING BODIES OF THE COMPANY

§ 11

The governing bodies of the Company shall be:

- 1) the General Meeting;
- 2) the Supervisory Board;
- 3) the Management Board.

1. GENERAL MEETING

§ 12

1. There shall be Annual General Meeting and Extraordinary General Meetings.
2. The Annual 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 take place not later than six months after the end of each financial year.
3. An Extraordinary General Meeting shall be convened by:
 - 1) 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,
 - 2) the Supervisory Board, if it is necessary in its opinion,
 - 3) a shareholder(s) representing at least half of the share capital or at least half of total votes in the Company.
4. An Extraordinary General Meeting convened upon a motion of the Supervisory Board or the shareholders representing at least 5% of the share capital shall be convened within two weeks from the date of the motion.

§ 13

The following matters shall in particular be within the competence of the General Meeting:

- 1) review and approval of the financial statement and report on the Company's activity in the previous financial year;
- 2) distribution of profits or coverage of losses;
- 3) confirming proper execution of duties by the members of the Boards of the Company;
- 4) change of the objects of the Company;
- 5) amendment to the Articles of Association, including an increase or reduction of the share capital;

- 6) merger or change of the legal form of the Company;
- 7) dissolution and winding-up of the Company;
- 8) issuance of convertible bonds or first option bonds;
- 9) appointment and removal of the members of the Supervisory Board;
- 10) any decision on claims for compensation of damages suffered in the course of the Company's establishment or during the execution of managerial or supervisory functions;
- 11) transfer or lease of the Company's business or its organised part or the grant of usufruct thereon;
- 12) other matters set out in the Commercial Companies Code, other mandatory provisions or herein, excluding purchase and acquisition of real estate, the right of perpetual usufruct or a share in real estate, which lie within the competence of the Management Board and do not require passing a resolution by the General Meeting of Shareholders.

§ 14

1. The agenda of the General Meeting shall be determined by the body or entity that had convened the General Meeting. If the General Meeting is convened upon the motion, referred to in § 12 clause 3 point 1) the Management Board shall include on the agenda the matters indicated by the shareholder(s) requesting the meeting.
2. The Supervisory Board or the shareholders representing at least 5% of the share capital may request that particular matters be included on the agenda of the next General Meeting. The request shall be submitted to the Management Board in writing or by electronic means at least 21 days prior to the General Meeting. The request shall be accompanied by a justification or a draft resolution regarding the proposed point.
3. Any matters to be resolved by the General Meeting shall first be presented by the Management Board to the Supervisory Board for its opinion.

§ 15

The General Meetings shall take place in Warsaw.

§ 16

The General Meeting shall be valid regardless of the number of shares being represented.

§ 17

1. The resolutions of the General Meeting shall be adopted by a simple majority of votes cast, unless the Commercial Companies Code provides otherwise.
2. The voting at the General Meeting shall be open. A secret ballot shall be used at elections or upon motions for removal of the members of the Company's Boards or liquidators, for calling them to account for their actions or in personal matters. A secret ballot shall also be used whenever requested by at least one of the Shareholders or their representatives present at the General Meeting.

§ 18

1. A General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy, and in their absence, by the President of the Management Board or a person appointed by the Management Board. Afterwards, a chairman of the General Meeting shall be elected from among persons eligible to attend the meeting.
2. The General Meeting shall adopt its by-laws setting out the detailed procedures for holding the Meeting.

2. SUPERVISORY BOARD

§ 19

1. The Supervisory Board shall consist of between 9 (nine) and 16 (sixteen) members at least four members of the Supervisory Board should be independent members. Subject to clause 8, the members of the Supervisory Board shall be appointed and removed by the General Meeting.
2. The General Meeting may determine the fixed, minimum or maximum number of members of the Supervisory Board within the range specified in clause 1 above.
3. A member of the Supervisory Board shall have the relevant education, professional and practical experience and high morals and shall be able to devote all time required to properly perform the function on the Supervisory Board.
4. The independent members of the Supervisory Board shall satisfy the following conditions:
 - 1) not to belong, and not have belonged to the senior management for the previous 5 years, including not to be and not have been neither a member of the Management Board of the Company or its affiliated entity,
 - 2) not to be, or have been for the previous three years an employee of the Company, or its associated, subsidiary or affiliated entity and not to be bound by any similar agreement with such entities,
 - 3) not to receive, or have received, significant additional remuneration from the Company, or its affiliated entity apart from a fee received as a member of the Supervisory Board, including as a member of the Audit Committee,
 - 4) not to exercise supervision over the Company within the meaning of the Accounting Act or do not represent in any way a shareholder, persons or entities exercising control over the Company,
 - 5) not to have, or have had within the previous year, a significant business relationship with the Company or its affiliated entity, either directly or as an owner, partner, shareholder, director, member of the supervisory board or other supervisory or controlling body or senior employee, including member of the management board or other governing body of an entity having such a relationship. Business relationship include the situation of a significant supplier of goods or services (including financial, legal, advisory or consulting services), of a significant customer, and of organisations that receive significant contributions from the Company or its group,
 - 6) not to be, or have been within the previous three years:
 - a) an owner, partner (including a general partner) or a shareholder of a current or former audit firm conducting an audit of a financial statements or assurance of sustainability reporting of the Company or its affiliated entity, or
 - b) a member of the supervisory board or other supervisory or controlling body of a current or former audit firm conducting an audit of a financial statements or assurance of sustainability reporting of the Company, or
 - c) an employee or person belonging to senior management, including a member of the management board or other governing body of a current or former audit firm conducting an audit of a financial statements or assurance of sustainability reporting of the Company or its affiliated entity, or
 - d) another person whose services were used or supervised by a current or former audit firm or statutory auditor acting on behalf of a current or former audit firm,
 - 7) not to be a member of a management board or other governing body in a company in which a member of the Management Board of the Company is a member of the supervisory board or other supervisory or controlling body and not to have other significant links with members of the Management Board of the Company through involvement in other companies or bodies,
 - 8) not to be a member of the Supervisory Board of the Company for more than twelve years,
 - 9) not to be a close family member of a member of the Management Board of the Company or of persons, referred to in points 1 – 8, in particular not to be a spouse, cohabitant, relative or in-

laws in a straight line, and in the collateral line to the fourth degree, of a member of the Management Board or of persons referred to in points 1-8,

10) not to remain in adoption, custody or guardianship with a member of the Management Board of the Company or with persons, referred to in points 1 – 8.

5. Additional remuneration, referred to in clause 4 point 3 above:
 - a) covers in particular any participation in a share option or any other performance-related pay scheme,
 - b) does not cover the receipt of fixed amounts of compensation under a retirement plan including deferred compensation for prior service with the Company provided that such compensation is not contingent in any way on continued service with the Company.
6. A relationship with a shareholder precluding the independence of a member of the Supervisory Board within the meaning of clause 4 point 2 above is also an actual and significant relationship with any shareholder who holds at least 5% of the total vote in the Company.
7. Subject to clause 8, the term of office of each member of the Supervisory Board shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Supervisory Board.
8. In case the mandate of a member of the Supervisory Board expires for reasons other than the end of its term of office or dismissal from the Supervisory Board, the rest of the members of the Supervisory Board may appoint, by a majority of two thirds of the votes cast, a new member of the Supervisory Board. The mandate of such newly appointed member shall expire on the date of the next General Meeting held not earlier than five (5) weeks after the appointment.
9. Number of members of the Supervisory Board appointed in accordance with clause 8 shall not exceed 3 persons.

§ 20

1. The members of the Supervisory Board shall elect from among their number the Chairman of the Supervisory Board, one or more deputies of the Chairman and the Secretary of the Supervisory Board.
2. The Supervisory Board work shall be managed by the Chairman who shall have the duty to properly organize 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.
3. The Supervisory Board may dismiss the Chairman, the Deputy Chairman and the Secretary of the Supervisory Board from their positions at any time.

§ 21

1. The Supervisory Board shall hold meetings at least once a quarter.
2. 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.
3. 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.

§ 22

1. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting and all members have been invited.

2. 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.
3. Unless these Articles of Association provide otherwise, 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.
4. It is permissible to participate in a meeting of the Supervisory Board also using means of direct remote communication.
5. 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. Casting a vote in writing shall not apply to issues added to the agenda during the meeting of the Supervisory Board.
6. 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.
7. Voting by the Supervisory Board shall be open, unless the Supervisory Board by-laws provide otherwise.
8. The Supervisory Board shall adopt and amend its by-laws which describe in detail the procedures of operation of the Supervisory Board.

§ 23

1. The Supervisory Board shall be responsible for permanent supervision over the Company's activity (including activity led through controlled subsidiaries).
2. The powers of the Supervisory Board shall include in particular:
 - 1) evaluation of the Management Board's report on Company's activities and the financial statements for the preceding financial year;
 - 2) evaluation of the motions of the Management Board regarding distribution of profits or covering losses;
 - 3) submitting to the General Meeting the annual written report for the preceding financial year (Supervisory Board report);
 - 4) appointing, dismissing and suspending for important reasons a member of the Management Board or the entire Management Board;
 - 5) designating a member or members of the Supervisory Board to temporarily perform the duties of Management Board members in the case the Management Board members are suspended or otherwise unable to perform their duties;
 - 6) determining the terms of remuneration of the Management Board and fixing the remuneration of members of the Management Board;
 - 7) stating an opinion on motions submitted by or via the Management Board to the General Meeting;
 - 8) appointing an audit firm to audit or review financial statements;
 - 9) appointing an audit firm to audit or perform assurance of sustainability reporting;
 - 10) stating an opinion on annual and long-term strategies of the Company and its annual budget;
 - 11) stating an opinion on incurring liabilities in excess of the equivalent of EURO 100,000,000;
 - 12) stating an opinion on disposal of the Company's assets in excess of the equivalent of EURO 100,000,000;
 - 13) submitting the report on remuneration to the General Meeting;
 - 14) dealing with other matters set out in the Commercial Companies Code or herein.

3. Members of the Supervisory Board are obliged to ensure that the Company and consolidated financial statements and the report on the activities of the group meet the requirements of the provisions of law on accountancy.
4. The members of the Supervisory Board shall exercise their rights and perform their duties in person.
5. A Supervisory Board member shall, while discharging his/her duties, exercise diligence resulting from the professional nature of his/her activity and remain fully loyal to the Company.
6. A Supervisory Board member shall not disclose any secrets of the Company, even after the expiry of his/her term of office.
7. The remuneration of the members of the Supervisory Board shall be determined by the General Meeting.

3. THE MANAGEMENT BOARD

§ 24

1. The Management Board shall consist of between 3 and 10 members, including the President of the Management Board.
2. The term of office of each member of the Management Board shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Management Board.
3. The President and other members of the Management Board shall be appointed and removed by the Supervisory Board.
4. Members of the Management Board may be at any time removed or suspended for important reasons by the Supervisory Board before the expiration of their term of office.
5. If the number of the members of the Management Board falls below the minimum set out herein, the Supervisory Board shall within two weeks hold a meeting to appoint additional members of the Management Board. The resolutions of the Management Board taken in the meantime shall be valid.
6. A Management Board member shall, while discharging his/her duties, exercise diligence resulting from the professional nature of his/her activity and remain fully loyal to the Company.

§ 25

1. The Management Board shall manage the Company's affairs and represent the Company towards third parties.
2. All members of the Management Board shall have the duty and right to jointly manage the affairs of the Company, however the Management Board or the Company's organizational regulation may assign certain Company's affairs to particular members of the Management Board.
3. The operations of the Management Board shall be headed by the President of the Management Board, who represents the employer towards all employees of the Company.
4. The President of the Management Board or, in the event of his absence, another member of the Management Board appointed by him shall chair meetings of the Management Board.
5. The resolutions of the Management Board shall be passed by a majority vote of the entire Management Board.
6. Resolutions of the Management Board may be adopted if all members have been duly notified of the Management Board meeting.
7. It is permissible to participate in a meeting of the Management Board also using means of direct remote communication.
8. The Management Board may adopt resolutions in a written form or by using means of direct remote communication.
9. Members of the Management Board may participate in adopting the Management Board's resolutions by casting their vote in writing through another member of the Management Board.

10. The Management Board shall adopt its by-laws which describe in detail the procedures of operation of the Management Board
11. The Management Board shall be obliged to provide to the Supervisory Board or the relevant committees of the Supervisory Board, without additional request, the information on:
- 1) the Management Board resolutions and the object thereof;
 - 2) the Company's periodic results, including relevant to the results events and circumstances in the scope of managing the Company's affairs, in particular in the area of operations and investments, and at the request of the Supervisory Board or an appropriate committee also in human resources;
 - 3) the progress in the implementation of the Company's strategy, specifying any deviations from the previously set strategy directions and the justification for such deviations;
 - 4) the transactions and other events or circumstances which materially affect or may affect the Company's financial standing, including its profitability or liquidity;
 - 5) events or circumstances relating to subsidiaries or affiliated companies to the extent in which they materially affect or may materially affect the results of the Company;
 - 6) any changes to the information which was previously provided to the Supervisory Board, if such changes materially affect or may affect the Company's situation.

§ 26

1. The President of the Management Board acting jointly with another member of the Management Board shall be empowered to represent the Company.
2. The Company may appoint attorneys to perform a particular action or particular types of action, as well as appoint proxies.
3. The provisions of clause 1 above shall not prejudice the power to represent the Company which may be granted to a commercial proxy.

§ 27

In any agreements or disputes between the Company and members of the Management Board, the Company shall be represented by the Supervisory Board or by an attorney appointed under a resolution of the General Meeting.

V. THE OPERATIONS OF THE COMPANY

§ 28

The financial year of the Company shall be the calendar year.

§ 29

1. The General Meeting shall decide on the distribution of the Company's net profit, taking into account any deductions from the net profit required by law.
2. The resolution of the General Meeting on the distribution of the annual profit among Shareholders shall designate the dividend payment date and the ex-dividend date.
3. Management Board of the Company is entitled to pay the shareholders an advance on the dividends expected at the end of the financial year if the company has sufficient funds for such payment, after prior receipt of the Supervisory Board's consent.

§ 30

1. The Company shall create the following capital:
 - 1) share capital;
 - 2) supplementary capital;
 - 3) reserve capital;
 - 4) special-purpose funds; and
 - 5) other funds required by law.

2. Supplementary capital shall be created by annual contributions from the net profit in an amount of at least 8% of the profit until the supplementary capital reaches one-third of the total amount of the share capital. The amount of contributions shall be determined by the General Meeting. The General Meeting may decide to continue making contributions to the supplementary capital despite the fact that it has exceeded one-third of the total amount of the share capital.
3. The reserve capital shall be created by annual contributions from the net profit in an amount of at least 2% of the profit up to the amount determined by the General Meeting. The reserve capital shall be created independently from the supplementary capital and shall be used for the coverage of losses or expenses of the Company. The reserve capital may be also created from designated revenues of the Company, unless prohibited by the law.
4. A resolution of the General Meeting may also designate and use special purpose funds at the beginning of and at the end of a financial year.
5. The General Meeting shall decide on the use of the supplementary capital, reserve capital and special-purpose funds. The use of special-purpose funds may be also determined by the Management Board in accordance with the regulations adopted by the General Meeting”.

Uchwała nr 15/26

(Resolution no.)

Rady Nadzorczej
(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 10.03.2026 r.

w sprawie zmiany Statutu

on amending the Articles of Association

Na podstawie § 23 ust. 2 pkt 7 Statutu Spółki, uchwała się, co następuje:

Pursuant to § 23 clause 2 item 7 of the Company's Articles of Association, the following is resolved:

§ 1

Rada Nadzorcza pozytywnie opiniuje wniosek Zarządu wyrażony w uchwale nr 6/26 z dnia 2 marca 2026 roku w sprawie wystąpienia do Walnego Zgromadzenia z wnioskiem o podjęcie uchwały w sprawie zmiany Statutu Orange Polska S.A.

§ 1

The Supervisory Board expresses a positive opinion on the motion of the Management Board to the General Meeting, expressed in the resolution no. 6/26 dated 2 March 2026, to adopt a resolution on amending the Articles of Association of Orange Polska S.A.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Marc Ricau

4. Philippe Béguin

5. Bénédicte David

6. Bartosz Dobrzyński

7. Clarisse Heriard Dubreuil

8. John Russell Houlden

9. Usman Javaid

10. Monika Nachyła

11. Maria Pasio-Wiśniewska

12. Adam Uszpolewicz

13. Jean-Marc Vignolles

14. Etienne Vincens de Tapol

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated 10 April 2026

on amending the Articles of Association of Orange Polska S.A

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 13 item 5 of the Articles of Association of Orange Polska S.A., the following is hereby resolved:

§ 1

The Articles of Association of Orange Polska S.A., constituting the content of Resolution No. 2 of the Extraordinary General Meeting of Orange Polska S.A. of 21 November 2024, are hereby amended as follows:

1. Regarding changes to § 6 section 1 of the Articles of Association:

1.1. in § 6 section 1 of the Articles of Association the following points are deleted: 6), 10), 14), 15), 23), 27), 28), 30), 31), 32), 33), 34), 35), 36), 37), 38), 39), 40), 41), 43), 44), 46), 49), 50), 51), 52), 53), 54), 55), 56), 57), 58), 59), 60), 61), 63), 68), 69), 70), 71), 73), 74), 75), 78), 79), 80), 81), 82), 84), 86), 87), 88), 89), 90), 92), 93), 96), 97), 98), 99), 100), 101) **as follows:**

- 6) treatment and coating of metal [PKD 25.61.Z];*
- 10) manufacture of fiber optic cable [PKD 27.31.Z];*
- 14) trade of electricity [PKD 35.14.Z];*
- 15) building works related to erection of residential and non-residential buildings [PKD 41.20.Z];*
- 23) other construction installations [PKD 43.29.Z];*
- 27) other building completion and finishing [PKD 43.39.Z];*
- 28) roofing activities [PKD 43.91.Z];*
- 30) agents specialised in the sale of other particular products [PKD 46.18.Z];*
- 31) agents involved in the sale of a variety of goods [PKD 46.19.Z];*
- 32) wholesale of computers, peripheral equipment, and software [PKD 46.51.Z];*
- 33) wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];*
- 34) other retail sale in non-specialized stores [PKD 47.19.Z];*
- 35) retail sale of computers, peripheral units and software in specialized stores [PKD 47.41.Z];*
- 36) retail sale of telecommunications equipment in specialized parts [PKD 47.42.Z];*
- 37) retail sale of audio and video equipment in specialized stores [PKD 47.43.Z];*
- 38) retail sale of furniture, lighting equipment, and other household articles in specialized stores [PKD 47.59.Z];*
- 39) other retail sale of new goods in specialised stores [PKD 47.78.Z];*
- 40) retail sale via mail order houses or the Internet [PKD 47.91.Z];*
- 41) other retail sale not in stores, stalls or markets [PKD 47.99.Z];*
- 43) publishing of directories and mailing lists [PKD 58.12.Z];*
- 44) other publishing activities [PKD 58.19.Z];*
- 46) motion picture, video and television programme distribution activities [PKD 59.13.Z];*
- 49) radio broadcasting [PKD 60.10.Z];*
- 50) television programming and broadcasting activities [PKD 60.20.Z];*
- 51) wired telecommunications activities [PKD 61.10.Z];*
- 52) wireless telecommunications activities [PKD 61.20.Z];*
- 53) satellite telecommunications activities [PKD 61.30.Z];*
- 54) other telecommunications activities [PKD 61.90.Z];*
- 55) computer programming activities [PKD 62.01.Z];*

56) computer consultancy activities [PKD 62.02.Z];
 57) computer facilities management activities [PKD 62.03.Z];
 58) other information technology and computer service activities [PKD 62.09.Z];
 59) data processing, hosting and related activities [PKD 63.11.Z];
 60) web portals [PKD 63.12.Z];
 61) other information service activities, not classified elsewhere [PKD 63.99.Z];
 63) other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
 68) real estate management on a fee or contract basis [PKD 68.32.Z];
 69) accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
 70) public relations and communication activities [PKD 70.21.Z];
 71) business and other management consultancy activities [PKD 70.22.Z];
 73) engineering activities and related technical consultancy [PKD 71.12.Z];
 74) technical testing and analysis [PKD 71.20.B];
 75) other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
 78) specialized design activities [PKD 74.10.Z];
 79) other professional, scientific, and technical activities, not elsewhere classified [PKD 74.90.Z];
 80) rental and leasing of cars and light motor vehicles [PKD 77.11.Z];
 81) rental and leasing of other personal and household goods [PKD 77.29.Z];
 82) rental and leasing of office equipment and machinery including computers [PKD 77.33.Z];
 84) leasing of intellectual property and similar products, excluding copyrighted works [PKD 77.40.Z];
 86) other human resources provision [PKD 78.30.Z];
 87) other reservation service not elsewhere classified [PKD 79.90.C];
 88) security activities, excluding security systems [PKD 80.10.Z];
 89) security systems operation activities [PKD 80.20.Z];
 90) investigation activities [PKD 80.30.Z];
 92) combined office administrative services activities [PKD 82.11.Z];
 93) photocopying, document preparation, and other specialized office support activities [PKD 82.19.Z];
 96) other business support activities, not elsewhere classified [PKD 82.99.Z];
 97) educational support activities [PKD 85.60.Z];
 98) other sports activities [PKD 93.19.Z];
 99) repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
 100) repair and maintenance of communications equipment [PKD 95.12.Z];
 101) other service activities not elsewhere classified [PKD 96.09.Z];

1.2. in § 6 sec. 1 of the Articles of Association the following points are added: 6), 13), 14), 22), 23), 24), 28), 29), 30), 31), 32), 34), 35), 36), 37), 38), 39), 40), 41), 42), 43), 44), 45), 46), 47), 48), 49), 50), 52), 53), 54), 55), 57), 60), 61), 62), 63), 64), 65), 66), 67), 68), 69), 70), 71), 72), 73), 74), 75), 76), 78), 79), 83), 85), 86), 87), 88), 89), 91), 92), 93), 96), 97), 98), 99), 100), 101), 102), 103), 104), 106), 107), 109), 110), 111), 112), 114), 116), 118), 119), 120), 121), 122), 123), **which are replaced by the following:**

6) mechanical processing of metal elements [PKD 25.53.Z];
 13) trading of electricity PKD [35.15.Z];
 14) building works related to erection of non-residential buildings [PKD 41.00.B];
 22) installation of insulation [PKD 43.23.Z];
 23) other construction installations [PKD 43.24.Z];
 24) plastering [PKD 43.31.Z];
 28) other finishing construction works [PKD 43.35.Z];
 29) construction of roof structures and coverings [PKD 43.41.Z];
 30) other specialized construction works related to the construction of buildings [PKD 43.42.Z];
 31) specialized construction works in the field of civil engineering [PKD 43.50.Z];
 32) intermediation in specialized construction services [PKD 43.60.Z];
 34) activities of agents engaged in the wholesale of furniture, household appliances, and small items of hardware [PKD 46.15.Z];
 35) activities of agents engaged in specialized wholesale of other goods [PKD 46.18.Z];
 36) activities of agents engaged in non-specialized wholesale [PKD 46.19.Z];
 37) wholesale of information and communication technology equipment [PKD 46.50.Z];
 38) other non-specialized retail sale [PKD 47.12.Z];
 39) retail sale of information and communication technology equipment [PKD 47.40.Z];
 40) retail sale of electrical household appliances [PKD 47.54.Z];
 41) retail sale of furniture, lighting equipment, tableware, and other household articles [PKD 47.55.Z];
 42) retail sale of sports equipment [PKD 47.63.Z];
 43) retail sale of games and toys [PKD 47.64.Z];
 44) retail sale of other cultural and recreational products, not elsewhere classified [PKD 47.69.C];

45) retail sale of medical and orthopaedic products [PKD 47.74.Z];
46) retail sale of watches and jewellery [PKD 47.77.Z];
47) retail sale of other new products [PKD 47.78.Z];
48) intermediation in non-specialized retail sale [PKD 47.91.Z];
49) intermediation in specialized retail sales [PKD 47.92.Z];
50) intermediation in passenger transport [PKD 52.32.Z];
52) intermediation in the field of postal and courier activities [PKD 53.30.Z];
53) accommodation brokerage [PKD 55.40.Z];
54) intermediation in the field of service activities related to food [PKD 56.40.Z];
55) other publishing activities, excluding software [PKD 58.19.Z];
57) motion picture and video distribution activities [PKD 59.13.Z];
60) radio broadcasting and distribution of sound recordings [PKD 60.10.Z];
61) broadcasting of public and subscription television programs and distribution of video recordings [PKD 60.20.Z];
62) other content distribution activities [PKD 60.39.Z];
63) internet traffic exchange activities [PKD 61.10.A];
64) other wired, wireless, and satellite telecommunications activities [PKD 61.10.B];
65) telecommunications services resale and intermediation in telecommunications [PKD 61.20.Z];
66) internet communications activities [PKD 61.90.A];
67) other telecommunications activities not elsewhere classified [PKD 61.90.B];
68) other programming activities [PKD 62.10.B];
69) cybersecurity activities [PKD 62.20.A];
70) other IT consultancy and IT facility management activities [PKD 62.20.B];
71) other information technology and computer service activities [PKD 62.90.Z];
72) data center colocation and cloud computing activities [PKD 63.10.A];
73) content delivery network server activities [PKD 63.10.C];
74) other computing infrastructure, data processing, website management (hosting) and related services [PKD 63.10.D];
75) other information service activities [PKD 63.92.Z];
76) activities of companies raising finance for other entities [PKD 64.22.Z];
78) other forms of credit granting, not elsewhere classified [PKD 64.92.B];
79) other financial service activities, excluding insurance and pension funding, not elsewhere classified [PKD 64.99.Z];
83) implementation of other construction projects [PKD 68.12.C];
85) activities related to real estate management on a fee or contract basis [PKD 68.32.B];
86) accounting and bookkeeping activities [PKD 69.20.A];
87) tax consultancy [PKD 69.20.B];
88) financial auditing activities [PKD 69.20.C];
89) business and other management consultancy [PKD 70.20.Z];
91) other engineering activities and related technical consultancy [PKD 71.12.B];
92) other technical research and analysis [PKD 71.20.C];
93) scientific research and development in the field of natural sciences and engineering [PKD 72.10.Z];
96) other public relations and communications activities [PKD 73.30.B];
97) interior design activities [PKD 74.13.Z];
98) other specialised design activities [PKD 74.14.Z];
99) patent attorney and marketing activities [PKD 74.91.Z];
100) all other professional, scientific, and technical activities not elsewhere classified [PKD 74.99.Z];
101) renting and leasing of passenger cars and light motor vehicles, including motorcycles [PKD 77.11.Z];
102) renting and leasing of trucks [PKD 77.12.Z];
103) renting and leasing of other personal and household goods [PKD 77.22.Z];
104) renting and leasing of office machinery and equipment and computers [PKD 77.33.Z];
106) other leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.B];
107) intermediation in renting and leasing of other tangible goods and intangible non-financial assets [PKD 77.52.Z];
109) temporary employment agency activities and other activities related to the provision of personnel [PKD 78.20.Z];
110) other reservation services and related activities [PKD 79.90.Z];
111) investigative and security activities [PKD 80.01.Z];
112) security activities not elsewhere classified [PKD 80.09.Z];
114) office administrative services, including support services [PKD 82.10.Z];
116) intermediation in business support services, not elsewhere classified [PKD 82.40.Z];
118) business support activities, not elsewhere classified [PKD 82.99.B];
119) educational support services, not elsewhere classified [PKD 85.69.Z];

- 120) sport activities, not elsewhere classified [PKD 93.19.Z];
- 121) other entertainment and recreational activities, not elsewhere classified [PKD 93.29.B];
- 122) repair and maintenance of computers and (tele)communications equipment [PKD 95.10.Z];
- 123) other service activities, not elsewhere classified [PKD 96.99.Z];

1.3. the remaining points in § 6 section 1 of the Articles of Association are renumbered accordingly,

1.4. § 6 section 1 of the Articles of Association after the amendments shall have the following new wording:

"§ 6

1. The Company's business activities include:

- 1) other printing [PKD 18.12.Z];
- 2) service activities related to printing preparation [PKD 18.13.Z];
- 3) bookbinding and similar services [PKD 18.14.Z];
- 4) reproduction of recorded media [PKD 18.20.Z];
- 5) manufacture of metal structures and their parts [PKD 25.11.Z];
- 6) mechanical processing of metal elements [PKD 25.53.Z];
- 7) manufacture of other fabricated metal products, not elsewhere classified [PKD 25.99.Z];
- 8) manufacture of electronic printed circuits [PKD 26.12.Z];
- 9) manufacture of (tele)communication equipment [PKD 26.30.Z];
- 10) repair and maintenance of electronic and optical devices [PKD 33.13.Z];
- 11) repair and maintenance of electrical equipment [PKD 33.14.Z];
- 12) installation of industrial machinery, equipment, and supplies [PKD 33.20.Z];
- 13) trade of electricity [PKD 35.15.Z];
- 14) building works related to erection of non-residential buildings [PKD 41.00.B];
- 15) works related to the construction of transmission pipelines and distribution networks [PKD 42.21.Z];
- 16) works related to the construction of telecommunications and power lines [PKD 42.22.Z];
- 17) demolition and destruction of buildings [PKD 43.11.Z];
- 18) site preparation for construction [PKD 43.12.Z];
- 19) performing excavation and geological and engineering drilling [PKD 43.13.Z];
- 20) electrical installations [PKD 43.21.Z];
- 21) plumbing, heating, gas, and air conditioning installations [PKD 43.22.Z];
- 22) insulation installation [PKD 43.23.Z];
- 23) other construction installations [PKD 43.24.Z];
- 24) plastering [PKD 43.31.Z];
- 25) joinery installation [PKD 43.32.Z];
- 26) flooring, wallpapering, and wall covering [PKD 43.33.Z];
- 27) painting and glazing [PKD 43.34.Z];
- 28) other finishing construction works [PKD 43.35.Z];
- 29) construction of roof structures and coverings [PKD 43.41.Z];
- 30) other specialized construction works related to the construction of buildings [PKD 43.42.Z];
- 31) specialized construction works in the field of civil engineering [PKD 43.50.Z];
- 32) intermediation in specialized construction services [PKD 43.60.Z];
- 33) other specialized construction works, not elsewhere classified [PKD 43.99.Z];
- 34) activities of agents engaged in the wholesale of furniture, household appliances, and small items of hardware [PKD 46.15.Z];
- 35) activities of agents engaged in specialized wholesale of other goods [PKD 46.18.Z];
- 36) activities of agents engaged in non-specialized wholesale [PKD 46.19.Z];
- 37) wholesale of information and communication technology equipment [PKD 46.50.Z];
- 38) other non-specialized retail sale [PKD 47.12.Z];
- 39) retail sale of information and communication technology equipment [PKD 47.40.Z];
- 40) retail sale of electrical household appliances [PKD 47.54.Z];
- 41) retail sale of furniture, lighting equipment, tableware, and other household articles [PKD 47.55.Z];
- 42) retail sale of sports equipment [PKD 47.63.Z];
- 43) retail sale of games and toys [PKD 47.64.Z];
- 44) retail sale of other cultural and recreational products, not elsewhere classified [PKD 47.69.C];
- 45) retail sale of medical and orthopaedic products [PKD 47.74.Z];
- 46) retail sale of watches and jewellery [PKD 47.77.Z];
- 47) retail sale of other new products [PKD 47.78.Z];
- 48) intermediation in non-specialized retail sale [PKD 47.91.Z];
- 49) intermediation in specialized retail sales [PKD 47.92.Z];
- 50) intermediation in passenger transport [PKD 52.32.Z];
- 51) other postal and courier activities [PKD 53.20.Z];
- 52) intermediation in the field of postal and courier activities [PKD 53.30.Z];

53) accommodation brokerage [PKD 55.40.Z];
54) intermediation in the field of service activities related to food [PKD 56.40.Z];
55) other publishing activities, excluding software [PKD 58.19.Z];
56) motion picture, videos recording and television programs production activities [PKD 59.11.Z];
57) motion picture and video distribution activities [PKD 59.13.Z];
58) motion picture projection activities [PKD 59.14.Z];
59) sound and music recording activities [PKD 59.20.Z];
60) radio broadcasting and distribution of sound recordings [PKD 60.10.Z];
61) broadcasting of public and subscription television programs and distribution of video recordings [PKD 60.20.Z];
62) other content distribution activities [PKD 60.39.Z];
63) internet traffic exchange activities [PKD 61.10.A];
64) other wired, wireless, and satellite telecommunications activities [PKD 61.10.B];
65) telecommunications services resale and intermediation in telecommunications [PKD 61.20.Z];
66) internet communications activities [PKD 61.90.A];
67) other telecommunications activities, not elsewhere classified [PKD 61.90.B];
68) other programming activities [PKD 62.10.B];
69) cybersecurity activities [PKD 62.20.A];
70) other IT consultancy and IT facility management activities [PKD 62.20.B];
71) other information technology and computer service activities [PKD 62.90.Z];
72) data centre colocation and cloud computing activities [PKD 63.10.A];
73) content delivery network server activities [PKD 63.10.C];
74) other computing infrastructure, data processing, website management (hosting), and related services [PKD 63.10.D];
75) other information service activities [PKD 63.92.Z];
76) activities of companies raising finance for other entities [PKD 64.22.Z];
77) financial leasing [PKD 64.91.Z];
78) other forms of credit granting, not elsewhere classified [PKD 64.92.B];
79) other financial service activities, excluding insurance and pension funding, not elsewhere classified [PKD 64.99.Z];
80) other activities supporting financial services, except insurance and pension funding [PKD 66.19.Z];
81) activities of insurance agents and brokers [PKD 66.22.Z];
82) buying and selling of real estate on one's own account [PKD 68.10.Z];
83) implementation of other construction projects [PKD 68.12.C];
84) rental and management of own or leased real estate [PKD 68.20.Z];
85) activities related to real estate management on a fee or contract basis [PKD 68.32.B];
86) accounting and bookkeeping activities [PKD 69.20.A];
87) tax consultancy [PKD 69.20.B];
88) financial auditing activities [PKD 69.20.C];
89) business and other management consultancy activities [PKD 70.20.Z];
90) architectural activities [PKD 71.11.Z];
91) other engineering activities and related technical consultancy [PKD 71.12.B];
92) other technical research and analysis [PKD 71.20.C];
93) scientific research and development in the field of natural sciences and engineering [PKD 72.10.Z];
94) advertising agency activities [PKD 73.11.Z];
95) market and public opinion research [PKD 73.20.Z];
96) other public relations and communication activities [PKD 73.30.B];
97) interior design activities [PKD 74.13.Z];
98) other specialised design activities [PKD 74.14.Z];
99) patent attorney and marketing activities [PKD 74.91.Z];
100) all other professional, scientific, and technical activities not elsewhere classified [PKD 74.99.Z];
101) renting and leasing of passenger cars and light motor vehicles, including motorcycles [PKD 77.11.Z];
102) renting and leasing of trucks [PKD 77.12.Z];
103) renting and leasing of other personal and household goods [PKD 77.22.Z];
104) renting and leasing of office machinery and equipment and computers [PKD 77.33.Z];
105) renting and leasing of other machinery, equipment, and tangible goods, not elsewhere classified [PKD 77.39.Z];
106) other leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.B];
107) intermediation in renting and leasing of other tangible goods and intangible non-financial assets [PKD 77.52.Z];
108) job placement and employee recruitment activities [PKD 78.10.Z];
109) temporary employment agency activities and other activities related to the provision of personnel [PKD 78.20.Z];

- 110) other reservation services and related activities [PKD 79.90.Z];
- 111) investigative and security activities [PKD 80.01.Z];
- 112) security activities, not elsewhere classified [PKD 80.09.Z];
- 113) green area development services [PKD 81.30.Z];
- 114) office administrative services, including support activities [PKD 82.10.Z];
- 115) call center activities [PKD 82.20.Z];
- 116) intermediation in business support activities, not elsewhere classified [PKD 82.40.Z];
- 117) activities provided by collection agencies and credit bureaus [PKD 82.91.Z];
- 118) business support activities, not elsewhere classified [PKD 82.99.B];
- 119) educational support activities, not elsewhere classified [PKD 85.69.Z];
- 120) sports activities, not elsewhere classified [PKD 93.19.Z];
- 121) other entertainment and recreational activities, not elsewhere classified [PKD 93.29.B];
- 122) repair and maintenance of computers and (tele)communications equipment [PKD 95.10.Z];
- 123) other service activities, not elsewhere classified [PKD 96.99.Z].”

§ 2

The resolution comes into effect on the date of its adoption, with effect from the date of registration of the amendments to the Articles of Association by the registry court.

point 7

of the meeting agenda

Adoption of the resolution on adopting the unified text of the Articles of Association of Orange Polska S.A.

TRANSLATION from Polish

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska S.A.

dated 10 April 2026

on adopting the unified text of the Articles of Association of Orange Polska S.A

§ 1

The consolidated text of the Articles of Association of Orange Polska S.A. is adopted as follows:

"Articles of Association of Orange Polska S.A.

- unified text -

I. GENERAL PROVISIONS

§ 1

The name of the Company shall be Orange Polska Spółka Akcyjna. The Company may also use the abbreviation of its name: Orange Polska S.A.

§ 2

- 1. The seat of the Company shall be in the capital city of Warsaw.*
- 2. The Company has been established for an indefinite period of time.*

§ 3

The Company shall conduct its activities in accordance with the provisions of the Commercial Companies Code and other regulations.

§ 4

- 1. The State Treasury is the founder of the Company.*
- 2. The Company was created as a result of the transformation of an organised part of a state enterprise called: Polish Post, Telegraph and Telephone.*

§ 5

- 1. The activity of the Company shall be conducted in the Republic of Poland and abroad.*
- 2. Within its area of activity the Company may establish branch offices and representative offices in Poland and abroad as well as hold interests in and establish companies and participate in other organisations.*

II. OBJECTS OF THE COMPANY

§ 6

- 1. The objects of the Company shall be as follows:*
 - 1) other printing [PKD 18.12.Z];*
 - 2) service activities related to printing preparation [PKD 18.13.Z];*
 - 3) bookbinding and similar services [PKD 18.14.Z];*
 - 4) reproduction of recorded media [PKD 18.20.Z];*

- 5) *manufacture of metal structures and their parts [PKD 25.11.Z];*
- 6) *mechanical processing of metal elements [PKD 25.53.Z];*
- 7) *manufacture of other fabricated metal products, not elsewhere classified [PKD 25.99.Z];*
- 8) *manufacture of electronic printed circuits [PKD 26.12.Z];*
- 9) *manufacture of (tele)communication equipment [PKD 26.30.Z];*
- 10) *repair and maintenance of electronic and optical devices [PKD 33.13.Z];*
- 11) *repair and maintenance of electrical equipment [PKD 33.14.Z];*
- 12) *installation of industrial machinery, equipment, and supplies [PKD 33.20.Z];*
- 13) *trade of electricity [PKD 35.15.Z];*
- 14) *building works related to erection of non-residential buildings [PKD 41.00.B];*
- 15) *works related to the construction of transmission pipelines and distribution networks [PKD 42.21.Z];*
- 16) *works related to the construction of telecommunications and power lines [PKD 42.22.Z];*
- 17) *demolition and destruction of buildings [PKD 43.11.Z];*
- 18) *site preparation for construction [PKD 43.12.Z];*
- 19) *performing excavation and geological and engineering drilling [PKD 43.13.Z];*
- 20) *electrical installations [PKD 43.21.Z];*
- 21) *plumbing, heating, gas, and air conditioning installations [PKD 43.22.Z];*
- 22) *insulation installation [PKD 43.23.Z];*
- 23) *other construction installations [PKD 43.24.Z];*
- 24) *plastering [PKD 43.31.Z];*
- 25) *joinery installation [PKD 43.32.Z];*
- 26) *flooring, wallpapering, and wall covering [PKD 43.33.Z];*
- 27) *painting and glazing [PKD 43.34.Z];*
- 28) *other finishing construction works [PKD 43.35.Z];*
- 29) *construction of roof structures and coverings [PKD 43.41.Z];*
- 30) *other specialized construction works related to the construction of buildings [PKD 43.42.Z];*
- 31) *specialized construction works in the field of civil engineering [PKD 43.50.Z];*
- 32) *intermediation in specialized construction services [PKD 43.60.Z];*
- 33) *other specialized construction works, not elsewhere classified [PKD 43.99.Z];*
- 34) *activities of agents engaged in the wholesale of furniture, household appliances, and small items of hardware [PKD 46.15.Z];*
- 35) *activities of agents engaged in specialized wholesale of other goods [PKD 46.18.Z];*
- 36) *activities of agents engaged in non-specialized wholesale [PKD 46.19.Z];*
- 37) *wholesale of information and communication technology equipment [PKD 46.50.Z];*
- 38) *other non-specialized retail sale [PKD 47.12.Z];*
- 39) *retail sale of information and communication technology equipment [PKD 47.40.Z];*
- 40) *retail sale of electrical household appliances [PKD 47.54.Z];*
- 41) *retail sale of furniture, lighting equipment, tableware, and other household articles [PKD 47.55.Z];*
- 42) *retail sale of sports equipment [PKD 47.63.Z];*
- 43) *retail sale of games and toys [PKD 47.64.Z];*
- 44) *retail sale of other cultural and recreational products, not elsewhere classified [PKD 47.69.C];*
- 45) *retail sale of medical and orthopaedic products [PKD 47.74.Z];*
- 46) *retail sale of watches and jewellery [PKD 47.77.Z];*
- 47) *retail sale of other new products [PKD 47.78.Z];*
- 48) *intermediation in non-specialized retail sale [PKD 47.91.Z];*
- 49) *intermediation in specialized retail sales [PKD 47.92.Z];*
- 50) *intermediation in passenger transport [PKD 52.32.Z];*
- 51) *other postal and courier activities [PKD 53.20.Z];*
- 52) *intermediation in the field of postal and courier activities [PKD 53.30.Z];*
- 53) *accommodation brokerage [PKD 55.40.Z];*
- 54) *intermediation in the field of service activities related to food [PKD 56.40.Z];*

- 55) other publishing activities, excluding software [PKD 58.19.Z];
- 56) motion picture, videos recording and television programs production activities [PKD 59.11.Z];
- 57) motion picture and video distribution activities [PKD 59.13.Z];
- 58) motion picture projection activities [PKD 59.14.Z];
- 59) sound and music recording activities [PKD 59.20.Z];
- 60) radio broadcasting and distribution of sound recordings [PKD 60.10.Z];
- 61) broadcasting of public and subscription television programs and distribution of video recordings [PKD 60.20.Z];
- 62) other content distribution activities [PKD 60.39.Z];
- 63) internet traffic exchange activities [PKD 61.10.A];
- 64) other wired, wireless, and satellite telecommunications activities [PKD 61.10.B];
- 65) telecommunications services resale and intermediation in telecommunications [PKD 61.20.Z];
- 66) internet communications activities [PKD 61.90.A];
- 67) other telecommunications activities, not elsewhere classified [PKD 61.90.B];
- 68) other programming activities [PKD 62.10.B];
- 69) cybersecurity activities [PKD 62.20.A];
- 70) other IT consultancy and IT facility management activities [PKD 62.20.B];
- 71) other information technology and computer service activities [PKD 62.90.Z];
- 72) data centre colocation and cloud computing activities [PKD 63.10.A];
- 73) content delivery network server activities [PKD 63.10.C];
- 74) other computing infrastructure, data processing, website management (hosting), and related services [PKD 63.10.D];
- 75) other information service activities [PKD 63.92.Z];
- 76) activities of companies raising finance for other entities [PKD 64.22.Z];
- 77) financial leasing [PKD 64.91.Z];
- 78) other forms of credit granting, not elsewhere classified [PKD 64.92.B];
- 79) other financial service activities, excluding insurance and pension funding, not elsewhere classified [PKD 64.99.Z];
- 80) other activities supporting financial services, except insurance and pension funding [PKD 66.19.Z];
- 81) activities of insurance agents and brokers [PKD 66.22.Z];
- 82) buying and selling of real estate on one's own account [PKD 68.10.Z];
- 83) implementation of other construction projects [PKD 68.12.C];
- 84) rental and management of own or leased real estate [PKD 68.20.Z];
- 85) activities related to real estate management on a fee or contract basis [PKD 68.32.B];
- 86) accounting and bookkeeping activities [PKD 69.20.A];
- 87) tax consultancy [PKD 69.20.B];
- 88) financial auditing activities [PKD 69.20.C];
- 89) business and other management consultancy activities [PKD 70.20.Z];
- 90) architectural activities [PKD 71.11.Z];
- 91) other engineering activities and related technical consultancy [PKD 71.12.B];
- 92) other technical research and analysis [PKD 71.20.C];
- 93) scientific research and development in the field of natural sciences and engineering [PKD 72.10.Z];
- 94) advertising agency activities [PKD 73.11.Z];
- 95) market and public opinion research [PKD 73.20.Z];
- 96) other public relations and communication activities [PKD 73.30.B];
- 97) interior design activities [PKD 74.13.Z];
- 98) other specialised design activities [PKD 74.14.Z];
- 99) patent attorney and marketing activities [PKD 74.91.Z];
- 100) all other professional, scientific, and technical activities not elsewhere classified [PKD 74.99.Z];
- 101) renting and leasing of passenger cars and light motor vehicles, including motorcycles [PKD 77.11.Z];
- 102) renting and leasing of trucks [PKD 77.12.Z];

- 103) renting and leasing of other personal and household goods [PKD 77.22.Z];
 - 104) renting and leasing of office machinery and equipment and computers [PKD 77.33.Z];
 - 105) renting and leasing of other machinery, equipment, and tangible goods, not elsewhere classified [PKD 77.39.Z];
 - 106) other leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.B];
 - 107) intermediation in renting and leasing of other tangible goods and intangible non-financial assets [PKD 77.52.Z];
 - 108) job placement and employee recruitment activities [PKD 78.10.Z];
 - 109) temporary employment agency activities and other activities related to the provision of personnel [PKD 78.20.Z];
 - 110) other reservation services and related activities [PKD 79.90.Z];
 - 111) investigative and security activities [PKD 80.01.Z];
 - 112) security activities, not elsewhere classified [PKD 80.09.Z];
 - 113) green area development services [PKD 81.30.Z];
 - 114) office administrative services, including support activities [PKD 82.10.Z];
 - 115) call centre activities [PKD 82.20.Z];
 - 116) intermediation in business support activities, not elsewhere classified [PKD 82.40.Z];
 - 117) activities provided by collection agencies and credit bureaus [PKD 82.91.Z];
 - 118) business support activities, not elsewhere classified [PKD 82.99.B];
 - 119) educational support activities, not elsewhere classified [PKD 85.69.Z];
 - 120) sports activities, not elsewhere classified [PKD 93.19.Z];
 - 121) other entertainment and recreational activities, not elsewhere classified [PKD 93.29.B];
 - 122) repair and maintenance of computers and (tele)communications equipment [PKD 95.10.Z];
 - 123) other service activities, not elsewhere classified [PKD 96.99.Z].
2. The Company also performs tasks related to national defence and security within the scope defined by law.

III. SHARE CAPITAL

§ 7

1. The share capital shall be composed of:
 - a) 1,312,357,479 (one billion three hundred twelve million three hundred fifty seven thousand and four hundred seventy nine) ordinary A-series bearer shares of nominal value of PLN 3 (three zlotys) each, and
 - b) no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares of nominal value of PLN 3 (three zlotys) each.
2. The share capital of the Company amounts to a maximum of PLN 3,958,411,437 (three billion and nine hundred fifty eight million four hundred eleven thousand and four hundred thirty seven), including the conditionally increased share capital of the Company amounting to a maximum of PLN 21,339,000 (twenty one million three hundred and thirty nine thousand zlotys).
3. The conditional share capital shall be established for the purpose of enabling the exercise of the right to subscribe, with priority over the existing shareholders, for no more than 7,113,000 (seven million one hundred and thirteen thousand) ordinary B-series bearer shares, which right is only vested in the holders of bonds with pre-emption right, issued in accordance with Resolution No. 38 of the General Meeting as of 28 April 2006, and allocated to the employees and executives of the Company and its subsidiaries, in accordance with the terms and conditions of the Incentive Program for the Company's Group Management.

§ 8

1. The Company's shares may be redeemed upon the shareholder's consent through purchase thereof by the Company (voluntary redemption).
2. The voluntary redemption of shares shall require a resolution by the General Meeting of Shareholders, which, in particular, shall define the amount of remuneration to which the shareholder is entitled for the redeemed shares or the justification behind the redemption of shares without remuneration.
3. Resolution on redemption of shares may be preceded by agreements with the shareholders whose shares are to be redeemed. Such agreements shall be executed following a resolution of the General Meeting of

Shareholders authorising the Management Board to execute such agreements within the scheme of repurchase for the purpose of redemption. The agreements shall specify the number of shares being purchased and the remuneration for those shares. The remuneration shall be agreed by the parties and take into consideration the criteria specified in article 5 of Commission Regulation (EC) No. 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programmes and stabilisation of financial instruments.

4. In a case of shares purchased within repurchase schemes, redemption of the Company's own shares shall take place during such scheme or after its completion and shall apply to all the shares within such scheme.

§ 9

1. The General Meeting of Shareholders may adopt a resolution on the increase of the initial capital by issuing new shares or by increasing the nominal value of shares.
2. The initial capital may also be increased by transferring funds from legal reserve capital or other reserve capital in the amount set out in a resolution of the General Meeting of Shareholders.

§ 10

The Company may issue convertible bonds.

IV. GOVERNING BODIES OF THE COMPANY

§ 11

The governing bodies of the Company shall be:

- 1) the General Meeting;
- 2) the Supervisory Board;
- 3) the Management Board.

1. GENERAL MEETING

§ 12

1. There shall be Annual General Meeting and Extraordinary General Meetings.
2. The Annual 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 take place not later than six months after the end of each financial year.
3. An Extraordinary General Meeting shall be convened by:
 - 1) 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,
 - 2) the Supervisory Board, if it is necessary in its opinion,
 - 3) a shareholder(s) representing at least half of the share capital or at least half of total votes in the Company.
4. An Extraordinary General Meeting convened upon a motion of the Supervisory Board or the shareholders representing at least 5% of the share capital shall be convened within two weeks from the date of the motion.

§ 13

The following matters shall in particular be within the competence of the General Meeting:

- 1) review and approval of the financial statement and report on the Company's activity in the previous financial year;
- 2) distribution of profits or coverage of losses;
- 3) confirming proper execution of duties by the members of the Boards of the Company;
- 4) change of the objects of the Company;
- 5) amendment to the Articles of Association, including an increase or reduction of the share capital;
- 6) merger or change of the legal form of the Company;
- 7) dissolution and winding-up of the Company;
- 8) issuance of convertible bonds or first option bonds;
- 9) appointment and removal of the members of the Supervisory Board;

- 10) any decision on claims for compensation of damages suffered in the course of the Company's establishment or during the execution of managerial or supervisory functions;
- 11) transfer or lease of the Company's business or its organised part or the grant of usufruct thereon;
- 12) other matters set out in the Commercial Companies Code, other mandatory provisions or herein, excluding purchase and acquisition of real estate, the right of perpetual usufruct or a share in real estate, which lie within the competence of the Management Board and do not require passing a resolution by the General Meeting of Shareholders.

§ 14

1. The agenda of the General Meeting shall be determined by the body or entity that had convened the General Meeting. If the General Meeting is convened upon the motion, referred to in § 12 clause 3 point 1) the Management Board shall include on the agenda the matters indicated by the shareholder(s) requesting the meeting.
2. The Supervisory Board or the shareholders representing at least 5% of the share capital may request that particular matters be included on the agenda of the next General Meeting. The request shall be submitted to the Management Board in writing or by electronic means at least 21 days prior to the General Meeting. The request shall be accompanied by a justification or a draft resolution regarding the proposed point.
3. Any matters to be resolved by the General Meeting shall first be presented by the Management Board to the Supervisory Board for its opinion.

§ 15

The General Meetings shall take place in Warsaw.

§ 16

The General Meeting shall be valid regardless of the number of shares being represented.

§ 17

1. The resolutions of the General Meeting shall be adopted by a simple majority of votes cast, unless the Commercial Companies Code provides otherwise.
2. The voting at the General Meeting shall be open. A secret ballot shall be used at elections or upon motions for removal of the members of the Company's Boards or liquidators, for calling them to account for their actions or in personal matters. A secret ballot shall also be used whenever requested by at least one of the Shareholders or their representatives present at the General Meeting.

§ 18

1. A General Meeting shall be opened by the Chairman of the Supervisory Board or his deputy, and in their absence, by the President of the Management Board or a person appointed by the Management Board. Afterwards, a chairman of the General Meeting shall be elected from among persons eligible to attend the meeting.
2. The General Meeting shall adopt its by-laws setting out the detailed procedures for holding the Meeting.

2. SUPERVISORY BOARD

§ 19

1. The Supervisory Board shall consist of between 9 (nine) and 16 (sixteen) members at least four members of the Supervisory Board should be independent members. Subject to clause 8, the members of the Supervisory Board shall be appointed and removed by the General Meeting.
2. The General Meeting may determine the fixed, minimum or maximum number of members of the Supervisory Board within the range specified in clause 1 above.
3. A member of the Supervisory Board shall have the relevant education, professional and practical experience and high morals and shall be able to devote all time required to properly perform the function on the Supervisory Board.
4. The independent members of the Supervisory Board shall satisfy the following conditions:
 - 1) not to belong, and not have belonged to the senior management for the previous 5 years, including not to be and not have been neither a member of the Management Board of the Company or its affiliated entity,

- 2) *not to be, or have been for the previous three years an employee of the Company, or its associated, subsidiary or affiliated entity and not to be bound by any similar agreement with such entities,*
 - 3) *not to receive, or have received, significant additional remuneration from the Company, or its affiliated entity apart from a fee received as a member of the Supervisory Board, including as a member of the Audit Committee,*
 - 4) *not to exercise supervision over the Company within the meaning of the Accounting Act or do not represent in any way a shareholder, persons or entities exercising control over the Company,*
 - 5) *not to have, or have had within the previous year, a significant business relationship with the Company or its affiliated entity, either directly or as an owner, partner, shareholder, director, member of the supervisory board or other supervisory or controlling body or senior employee, including member of the management board or other governing body of an entity having such a relationship. Business relationship include the situation of a significant supplier of goods or services (including financial, legal, advisory or consulting services), of a significant customer, and of organisations that receive significant contributions from the Company or its group,*
 - 6) *not to be, or have been within the previous three years:*
 - a) *an owner, partner (including a general partner) or a shareholder of a current or former audit firm conducting an audit of a financial statements or assurance of sustainability reporting of the Company or its affiliated entity, or*
 - b) *a member of the supervisory board or other supervisory or controlling body of a current or former audit firm conducting an audit of a financial statements or assurance of sustainability reporting of the Company, or*
 - c) *an employee or person belonging to senior management, including a member of the management board or other governing body of a current or former audit firm conducting an audit of a financial statements or assurance of sustainability reporting of the Company or its affiliated entity, or*
 - d) *another person whose services were used or supervised by a current or former audit firm or statutory auditor acting on behalf of a current or former audit firm,*
 - 7) *not to be a member of a management board or other governing body in a company in which a member of the Management Board of the Company is a member of the supervisory board or other supervisory or controlling body and not to have other significant links with members of the Management Board of the Company through involvement in other companies or bodies,*
 - 8) *not to be a member of the Supervisory Board of the Company for more than twelve years,*
 - 9) *not to be a close family member of a member of the Management Board of the Company or of persons, referred to in points 1 – 8, in particular not to be a spouse, cohabitant, relative or in-laws in a straight line, and in the collateral line to the fourth degree, of a member of the Management Board or of persons referred to in points 1-8,*
 - 10) *not to remain in adoption, custody or guardianship with a member of the Management Board of the Company or with persons, referred to in points 1 – 8.*
5. *Additional remuneration, referred to in clause 4 point 3 above:*
- a) *covers in particular any participation in a share option or any other performance-related pay scheme,*
 - b) *does not cover the receipt of fixed amounts of compensation under a retirement plan including deferred compensation for prior service with the Company provided that such compensation is not contingent in any way on continued service with the Company.*
6. *A relationship with a shareholder precluding the independence of a member of the Supervisory Board within the meaning of clause 4 point 2 above is also an actual and significant relationship with any shareholder who holds at least 5% of the total vote in the Company.*
7. *Subject to clause 8, the term of office of each member of the Supervisory Board shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Supervisory Board.*
8. *In case the mandate of a member of the Supervisory Board expires for reasons other than the end of its term of office or dismissal from the Supervisory Board, the rest of the members of the Supervisory Board may appoint, by a majority of two thirds of the votes cast, a new member of the Supervisory Board. The mandate of such newly appointed member shall expire on the date of the next General Meeting held not earlier than five (5) weeks after the appointment.*

9. *Number of members of the Supervisory Board appointed in accordance with clause 8 shall not exceed 3 persons.*

§ 20

1. *The members of the Supervisory Board shall elect from among their number the Chairman of the Supervisory Board, one or more deputies of the Chairman and the Secretary of the Supervisory Board.*
2. *The Supervisory Board work shall be managed by the Chairman who shall have the duty to properly organize 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.*
3. *The Supervisory Board may dismiss the Chairman, the Deputy Chairman and the Secretary of the Supervisory Board from their positions at any time.*

§ 21

1. *The Supervisory Board shall hold meetings at least once a quarter.*
2. *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.*
3. *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.*

§ 22

1. *The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting and all members have been invited.*
2. *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.*
3. *Unless these Articles of Association provide otherwise, 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.*
4. *It is permissible to participate in a meeting of the Supervisory Board also using means of direct remote communication.*
5. *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. Casting a vote in writing shall not apply to issues added to the agenda during the meeting of the Supervisory Board.*
6. *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.*
7. *Voting by the Supervisory Board shall be open, unless the Supervisory Board by-laws provide otherwise.*
8. *The Supervisory Board shall adopt and amend its by-laws which describe in detail the procedures of operation of the Supervisory Board.*

§ 23

1. *The Supervisory Board shall be responsible for permanent supervision over the Company's activity (including activity led through controlled subsidiaries).*
2. *The powers of the Supervisory Board shall include in particular:*
 - 1) *evaluation of the Management Board's report on Company's activities and the financial statements for the preceding financial year;*
 - 2) *evaluation of the motions of the Management Board regarding distribution of profits or covering losses;*
 - 3) *submitting to the General Meeting the annual written report for the preceding financial year (Supervisory Board report);*
 - 4) *appointing, dismissing and suspending for important reasons a member of the Management Board or the entire Management Board;*

- 5) *designating a member or members of the Supervisory Board to temporarily perform the duties of Management Board members in the case the Management Board members are suspended or otherwise unable to perform their duties;*
 - 6) *determining the terms of remuneration of the Management Board and fixing the remuneration of members of the Management Board;*
 - 7) *stating an opinion on motions submitted by or via the Management Board to the General Meeting;*
 - 8) *appointing an audit firm to audit or review financial statements;*
 - 9) *appointing an audit firm to audit or perform assurance of sustainability reporting;*
 - 10) *stating an opinion on annual and long-term strategies of the Company and its annual budget;*
 - 11) *stating an opinion on incurring liabilities in excess of the equivalent of EURO 100,000,000;*
 - 12) *stating an opinion on disposal of the Company's assets in excess of the equivalent of EURO 100,000,000;*
 - 13) *submitting the report on remuneration to the General Meeting;*
 - 14) *dealing with other matters set out in the Commercial Companies Code or herein.*
3. *Members of the Supervisory Board are obliged to ensure that the Company and consolidated financial statements and the report on the activities of the group meet the requirements of the provisions of law on accountancy.*
 4. *The members of the Supervisory Board shall exercise their rights and perform their duties in person.*
 5. *A Supervisory Board member shall, while discharging his/her duties, exercise diligence resulting from the professional nature of his/her activity and remain fully loyal to the Company.*
 6. *A Supervisory Board member shall not disclose any secrets of the Company, even after the expiry of his/her term of office.*
 7. *The remuneration of the members of the Supervisory Board shall be determined by the General Meeting.*

3. THE MANAGEMENT BOARD

§ 24

1. *The Management Board shall consist of between 3 and 10 members, including the President of the Management Board.*
2. *The term of office of each member of the Management Board shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Management Board.*
3. *The President and other members of the Management Board shall be appointed and removed by the Supervisory Board.*
4. *Members of the Management Board may be at any time removed or suspended for important reasons by the Supervisory Board before the expiration of their term of office.*
5. *If the number of the members of the Management Board falls below the minimum set out herein, the Supervisory Board shall within two weeks hold a meeting to appoint additional members of the Management Board. The resolutions of the Management Board taken in the meantime shall be valid.*
6. *A Management Board member shall, while discharging his/her duties, exercise diligence resulting from the professional nature of his/her activity and remain fully loyal to the Company.*

§ 25

1. *The Management Board shall manage the Company's affairs and represent the Company towards third parties.*
2. *All members of the Management Board shall have the duty and right to jointly manage the affairs of the Company, however the Management Board or the Company's organizational regulation may assign certain Company's affairs to particular members of the Management Board.*
3. *The operations of the Management Board shall be headed by the President of the Management Board, who represents the employer towards all employees of the Company.*
4. *The President of the Management Board or, in the event of his absence, another member of the Management Board appointed by him shall chair meetings of the Management Board.*
5. *The resolutions of the Management Board shall be passed by a majority vote of the entire Management Board.*

6. Resolutions of the Management Board may be adopted if all members have been duly notified of the Management Board meeting.
7. It is permissible to participate in a meeting of the Management Board also using means of direct remote communication.
8. The Management Board may adopt resolutions in a written form or by using means of direct remote communication.
9. Members of the Management Board may participate in adopting the Management Board's resolutions by casting their vote in writing through another member of the Management Board.
10. The Management Board shall adopt its by-laws which describe in detail the procedures of operation of the Management Board
11. The Management Board shall be obliged to provide to the Supervisory Board or the relevant committees of the Supervisory Board, without additional request, the information on:
 - 1) the Management Board resolutions and the object thereof;
 - 2) the Company's periodic results, including relevant to the results events and circumstances in the scope of managing the Company's affairs, in particular in the area of operations and investments, and at the request of the Supervisory Board or an appropriate committee also in human resources;
 - 3) the progress in the implementation of the Company's strategy, specifying any deviations from the previously set strategy directions and the justification for such deviations;
 - 4) the transactions and other events or circumstances which materially affect or may affect the Company's financial standing, including its profitability or liquidity;
 - 5) events or circumstances relating to subsidiaries or affiliated companies to the extent in which they materially affect or may materially affect the results of the Company;
 - 6) any changes to the information which was previously provided to the Supervisory Board, if such changes materially affect or may affect the Company's situation.

§ 26

1. The President of the Management Board acting jointly with another member of the Management Board shall be empowered to represent the Company.
2. The Company may appoint attorneys to perform a particular action or particular types of action, as well as appoint proxies.
3. The provisions of clause 1 above shall not prejudice the power to represent the Company which may be granted to a commercial proxy.

§ 27

In any agreements or disputes between the Company and members of the Management Board, the Company shall be represented by the Supervisory Board or by an attorney appointed under a resolution of the General Meeting.

V. THE OPERATIONS OF THE COMPANY

§ 28

The financial year of the Company shall be the calendar year.

§ 29

1. The General Meeting shall decide on the distribution of the Company's net profit, taking into account any deductions from the net profit required by law.
2. The resolution of the General Meeting on the distribution of the annual profit among Shareholders shall designate the dividend payment date and the ex-dividend date.
3. Management Board of the Company is entitled to pay the shareholders an advance on the dividends expected at the end of the financial year if the company has sufficient funds for such payment, after prior receipt of the Supervisory Board's consent.

§ 30

1. The Company shall create the following capital:
 - 1) share capital;
 - 2) supplementary capital;
 - 3) reserve capital;

- 4) *special-purpose funds; and*
 - 5) *other funds required by law.*
2. *Supplementary capital shall be created by annual contributions from the net profit in an amount of at least 8% of the profit until the supplementary capital reaches one-third of the total amount of the share capital. The amount of contributions shall be determined by the General Meeting. The General Meeting may decide to continue making contributions to the supplementary capital despite the fact that it has exceeded one-third of the total amount of the share capital.*
 3. *The reserve capital shall be created by annual contributions from the net profit in an amount of at least 2% of the profit up to the amount determined by the General Meeting. The reserve capital shall be created independently from the supplementary capital and shall be used for the coverage of losses or expenses of the Company. The reserve capital may be also created from designated revenues of the Company, unless prohibited by the law.*
 4. *A resolution of the General Meeting may also designate and use special purpose funds at the beginning of and at the end of a financial year.*
 5. *The General Meeting shall decide on the use of the supplementary capital, reserve capital and special-purpose funds. The use of special-purpose funds may be also determined by the Management Board in accordance with the regulations adopted by the General Meeting.”*

§ 2

The resolution comes into force on the date of its adoption with effect from the date of registration of the amendments to the Articles of Association by the registry court.

point 8

of the meeting agenda

Changes in the Supervisory Board's composition

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on appointment/removal of a Supervisory Board member

§ 1

..... is appointed/removed to/from the Orange Polska S.A.
Supervisory Board.

§ 2

The resolution enters into force upon adoption.

Candidates to the Supervisory Board of Orange Polska S.A. to be discussed during the Annual General Meeting on 10 April 2026

The mandates of three Members of the Supervisory Board of Orange Polska S.A. expire on the date of the Annual General Meeting, which is to be held on 10 April 2026.

The shareholder, Orange S.A. has informed Orange Polska S.A. that it proposes the following candidates for Members of the Supervisory Board of Orange Polska S.A. at this General Meeting:

- Clarisse Heriard Dubreuil - for a new term of office
- Usman Javaid – in accordance with § 19 clause 8 of the Orange Polska S.A. Articles of Association

Clarisse Heriard Dubreuil is Member of the Orange Polska Supervisory Board since 29 June 2023, and Usman Javaid is Member of the Orange Polska Supervisory Board since 17 February 2026.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on appointment of a Supervisory Board member

§ 1

Clarisse Heriard Dubreuil is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- DRAFT -

resolution no. ...
of the Annual General Meeting
of Orange Polska SA

dated 10 April 2026

on appointment/removal of a Supervisory Board member

§ 1

Usman Javaid is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

Resume of the candidates:

Clarisse Heriard Dubreuil (born 1973) is Head of Group Controlling at Orange S.A. with extensive experience in financial governance, strategic transformation and executive oversight within large international organizations.

After beginning her career in the finance department of Air France, she joined the Orange Group in 1999. Over the past two decades, she has held a wide range of senior leadership roles in Finance and Human Resources, in both domestic and international contexts, giving her a comprehensive understanding of group governance, performance management, and organizational transformation.

In 2012, she was appointed Deputy Chief Financial Officer of Orange Belgium, a listed subsidiary, where she was closely involved in financial supervision, and interactions with governance bodies. She subsequently served as Human Resources Director for Finance, strengthening governance practices related to talent, leadership succession and organizational alignment.

In 2020, she was appointed Chief Financial and Strategy Officer for the Europe division, a role in which she contributed to the definition and execution of major transformation plans, capital allocation decisions and strategic priorities. In this capacity, she has also been involved in significant acquisition and investment projects, supporting decision making at Group level.

She is graduate of a French business school and holds the Board Member Certificate from IFA-Sciences Po (2021).

She currently serves as Board Member of BuyIn (a joint venture between Orange and Deutsche Telekom) , Orange Côte d'Ivoire (a listed company) and Orange CyberDefense, contributing her expertise in financial oversight, strategy, risk management and transformation,

Member of the Orange Polska Supervisory Board since 29 June 2023.

Dr. Usman Javaid (born 1982) joined Orange Business in April 2023, as Chief Product and Marketing Officer, responsible for product strategy, shift to platform model and drive AI transformation. He reports to the Orange Business CEO and is a member of the Orange Business Executive Board.

He is a senior technology and telecom executive with over 20 years' experience. Dr. Javaid has held leadership roles at Amazon Web Services (AWS) and Vodafone driving business transformation through digital, cloud and AI. He brings deep expertise in strategy, business development, go-to-market and operations for B2B and B2C segments.

Usman holds a PhD and a Master's degree in Computer Sciences from University of Bordeaux and University of Paris respectively. He also attended executive management courses at INSEAD, London Business School and Imperial College, London. As a technology enthusiast, Dr. Javaid holds 10 international patents on his name and 25+ international publications in reputed scientific journals and conferences. He is natively a global citizen, having lived in four countries and speak five languages.

According to his statement, Usman Javaid is not engaged in any activities competitive to the business of Orange Polska and is not a partner in any partnership under civil law or another type of partnership, or a member of a governing body of any incorporated company or any other legal entity which would be competitive to Orange Polska. Usman Javaid is not listed in the Register of Insolvent Debtors maintained pursuant to the National Court Register Act.

Member of the Orange Polska Supervisory Board since 17 February 2026.