



Annual General Meeting

of Orange Polska S.A.

Warszawa, 19 April 2024

Current report 5/2024
Orange Polska S.A. – Warsaw, Poland
22 March 2024

Pursuant to art. 19, clause 1, item 1 of the Decree of the Minister of Finance of 29 March 2018 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.

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, 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 **19 April 2024, (Friday)** at **11:00 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 19 April 2024 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 2023 financial year,
 - b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2023 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 2023 financial year,
 - d) the Report of the Orange Polska S.A. Supervisory Board for the 2023 financial year,
- 5) adoption of the following resolutions concerning:
 - a) approval of Orange Polska S.A. separate financial statements for the 2023 financial year,

Resolution no 2 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on approval of the Orange Polska S.A. IFRS financial statements for 2023

b) distribution of the Orange Polska S.A. profit for the 2023 financial year,

Resolution no 3 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on distribution of Orange Polska S.A. profit for the 2023 financial year

d) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2023 financial year,

Resolution no 4 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2023 financial year

e) approval of the Orange Polska Group consolidated financial statements for the 2023 financial year,

Resolution no 5 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on approval of the IFRS consolidated financial statements for 2023 financial year

f) approval of the Supervisory Board report for the 2023 financial year,

Resolution no 6 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on approval of the Supervisory Board report for the 2023 financial year

g) granting approval of the performance of duties of the members of Orange Polska S.A. governing bodies in the financial year 2023,

Resolution no 7 – 8 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on granting approval of the performance of duties of the Management Board's President of Orange Polska S.A.

Resolutions no 9 – 15 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on granting approval of the performance of duties of the Management Board's member of Orange Polska S.A.

Resolutions no 16 – 31 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on granting approval of the performance of duties of the Supervisory Board member of Orange Polska S.A.

NOTE: each resolution will be voted separately

6) adoption of the resolution on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board,

Resolution no 32 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on adoption of the resolution on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board

- 7) adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.,

Resolution no 33 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on the adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

- 8) changes in the Supervisory Board's composition,

Resolution no 34 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on appointment of a Supervisory Board member
/Voting on appointment of **Philippe Béguin** /

Resolution no 35 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on appointment of a Supervisory Board member
/Voting on appointment of **Bénédicte Anne Françoise David** /

Resolution no 36 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on appointment of a Supervisory Board member
/Voting on appointment of **Marie-Noëlle Jégo-Laveissière** /

Resolution no 37 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on appointment of a Supervisory Board member
/Voting on appointment of **Maria Pasło-Wiśniewska** /

Resolution no 38 of Annual General Meeting of Orange Polska S.A. dated 19 April 2024 on appointment of a Supervisory Board member
/Voting on appointment of **Jean-Marc Vignolles** /

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 **29 March 2024** 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 **1 April 2024**, 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, otherwise null and void, and it shall be appended to the General Meeting minutes 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 **16 April 2024** 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.

- 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 represents that any failure to respond to such verification shall be treated as failure to grant proxy and 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 **16 April 2024** 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 **17 April 2024** 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., **3 April 2024** 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., **3 April 2024**, 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. **4 April 2024**.
- 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. 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 **16 April 2024**.
- 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 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.
- 3) Beginning on **12 April 2024**, a Shareholder shall have the right to request a copy of motions on the issues on agenda.

- 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 19 April 2024

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:

- the Orange Polska S.A. separate financial statements for the 2023 financial year,
- the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2023 financial year,
- 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 2023 financial year,
- the Report of the Orange Polska S.A. Supervisory Board for the 2023 financial year,

Uchwała nr 8/24

(Resolution no. 8/24)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 14.02.2024

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie przyjęcia jednostkowego sprawozdania finansowego Orange Polska S.A. za rok obrotowy 2023 sporządzonego według Międzynarodowych Standardów Sprawozdawczości Finansowej

on approval of the IFRS separate financial statements of Orange Polska S.A. for 2023

§ 1

Zarząd Orange Polska S.A. przyjmuje sprawozdanie finansowe Spółki Orange Polska S.A. za rok obrotowy 2023 sporządzone według Międzynarodowych Standardów Sprawozdawczości Finansowej, w skład którego wchodzi:

- 1) rachunek zysków i strat za 2023 rok, wykazujący zysk netto w kwocie 782 mln zł (słownie: siedemset osiemdziesiąt dwa miliony złotych),
- 2) sprawozdanie z całkowitych dochodów za 2023 rok, wykazujące całkowite dochody ogółem w kwocie 454 mln zł (słownie: czterysta pięćdziesiąt cztery miliony złotych),
- 3) sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2023 roku, zamykające się sumą bilansową 25.500 mln zł (słownie: dwadzieścia pięć miliardów pięćset milionów złotych),
- 4) sprawozdanie ze zmian w kapitale własnym za 2023 rok, wykazujące zwiększenie stanu kapitałów własnych o kwotę 12 mln zł (słownie: dwanaście milionów złotych),
- 5) sprawozdanie z przepływów pieniężnych za 2023 rok, wykazujące zmniejszenie stanu środków pieniężnych i ekwiwalentów środków pieniężnych o kwotę 193 mln zł (słownie: sto dziewięćdziesiąt trzy miliony 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 2023 financial year, which include:

- 1) income statement for 2023 showing net income of PLN 782 million (in words: PLN seven hundred and eighty two million),
- 2) statement of comprehensive income for 2023 showing total comprehensive income of PLN 454 million (in words: PLN four hundred and fifty four million),
- 3) statement of financial position as at 31 December 2023, with the balance sheet total of PLN 25,500 million (in words: PLN twenty five billion five hundred million),
- 4) statement of changes in equity for 2023 showing an increase in equity by PLN 12 million (in words: PLN twelve million),
- 5) statement of cash flows for 2023 showing a decrease in cash and cash equivalents by PLN 193 million (in words: PLN one hundred and ninety three 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 2023

(separate document)

Uchwała nr 10/24

(Resolution no. 10/24)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 14.02.2024

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie wniosku Zarządu Orange Polska S.A. dotyczącego podziału zysku Orange Polska S.A.

on Management Board's motion on distribution of the Orange Polska S.A. profit

§ 1

Zarząd Orange Polska S.A. przyjmuje następujący wniosek dotyczący podziału zysku netto Spółki Orange Polska S.A. za rok obrotowy 2023 w kwocie – 782.353.959,83 zł (słownie: siedemset osiemdziesiąt dwa miliony trzysta pięćdziesiąt trzy tysiące dziewięćset pięćdziesiąt dziewięć złotych osiemdziesiąt trzy grosze):

- 1) na dywidendę – 629.931.589,92 zł (słownie: sześćset dwadzieścia dziewięć milionów dziewięćset trzydzieści jeden tysięcy pięćset osiemdziesiąt dziewięć złotych dziewięćdziesiąt dwa grosze).
Kwota dywidendy wynosić będzie 0,48 zł (słownie: czterdzieści osiem groszy) na każdą uprawnioną akcję.
- 2) na kapitał rezerwy, o którym mowa w § 30 ust. 3 Statutu Spółki – 15.647.079,20 zł (słownie: piętnaście milionów sześćset czterdzieści siedem tysięcy siedemdziesiąt dziewięć złotych dwadzieścia groszy).
- 3) na kapitał rezerwy – 136.775.290,71 zł (słownie: sto trzydzieści sześć milionów siedemset siedemdziesiąt pięć tysięcy dwieście dziewięćdziesiąt złotych siedemdziesiąt jeden groszy).

§ 2

Przeniesione na kapitał rezerwy kwoty, o których mowa w § 1 pkt. 3 będą mogły być przeznaczone na wypłatę dywidendy.

§ 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 2023 zgodnie z brzmieniem § 1.
- 2) Zarząd Orange Polska S.A. postanawia przedstawić Radzie Nadzorczej wniosek, o którym mowa w § 1 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 2023 financial year of PLN 782,353,959.83 (in words: PLN seven hundred and eighty two million three hundred and fifty three thousand nine hundred and fifty nine 83/100):

- 1) for a dividend – PLN 629,931,589.92 (in words: PLN six hundred and twenty nine million nine hundred and thirty one thousand five hundred and eighty nine 92/100).
The amount of dividend shall be PLN 0.48 (in words: forty eight groszy) for each entitled share.
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,647,079.20 (in words: PLN fifteen million six hundred and forty seven thousand seventy nine 20/100).
- 3) to the reserve capital – PLN 136,775,290.71 (in words: PLN one hundred and thirty six million seven hundred and seventy five thousand two hundred and ninety 71/100).

§ 2

The amounts allocated to the reserve capital, referred to in § 1 point 3 may be distributed as a dividend.

§ 4

- 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 2023 financial year in accordance with the wording of § 1.
- 2) Orange Polska S.A. Management Board decides to submit to the Supervisory Board a motion, referred to in § 1 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 9/24

(Resolution no.9/24)

Zarządu

(of the Management Board of)

Orange Polska S.A.

z dnia (dated) 14.02.2024

podjęta bez odbycia posiedzenia (passed by circulation)

w sprawie przyjęcia sprawozdania Zarządu z działalności Grupy Kapitałowej Orange Polska oraz Orange Polska S.A. w roku obrotowym 2023 i skonsolidowanego sprawozdania finansowego za rok obrotowy 2023 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 2023.

§ 2

Zarząd Orange Polska S.A. przyjmuje skonsolidowane sprawozdanie finansowe Grupy Kapitałowej Orange Polska za rok obrotowy 2023 sporządzone według Międzynarodowych Standardów Sprawozdawczości Finansowej, w skład którego wchodzi:

- 1) skonsolidowany rachunek zysków i strat za 2023 rok, wykazujący zysk netto w kwocie 818 mln zł (słownie: osiemset osiemnaście milionów złotych), w tym zysk netto przypisany właścicielom Orange Polska S.A. w kwocie 818 mln zł (słownie: osiemset osiemnaście milionów złotych),
- 2) skonsolidowane sprawozdanie z całkowitych dochodów za 2023 rok, wykazujące całkowite dochody ogółem w kwocie 435 mln zł (słownie: czterysta trzydzieści pięć milionów złotych), w tym całkowite dochody ogółem przypisane właścicielom Orange Polska S.A. w kwocie 435 mln zł (słownie: czterysta trzydzieści pięć milionów złotych),
- 3) skonsolidowane sprawozdanie z sytuacji finansowej sporządzone na dzień 31 grudnia 2023 roku, zamykające się sumą bilansową 26.826 mln zł (słownie: dwadzieścia sześć miliardów osiemset dwadzieścia sześć milionów złotych),
- 4) skonsolidowane sprawozdanie ze zmian w kapitale własnym za 2023 rok, wykazujące zmniejszenie stanu kapitału własnego razem o kwotę 7 mln zł (słownie: siedem milionów złotych), w tym zmniejszenie stanu kapitału własnego przypisanego właścicielom Orange Polska S.A. o kwotę 7 mln zł (słownie: siedem milionów złotych),
- 5) skonsolidowane sprawozdanie z przepływów pieniężnych za 2023 rok, wykazujące zmniejszenie stanu środków pieniężnych i ekwiwalentów środków pieniężnych o kwotę 227 mln zł (słownie: dwieście dwadzieścia siedem milionów złotych),

on approval of the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2023 and the IFRS consolidated financial statements for 2023

§ 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 2023.

§ 2

Orange Polska S.A. Management Board approves the Orange Polska Group IFRS consolidated financial statements for the 2023 financial year, which include:

- 1) consolidated income statement for 2023 showing net income of PLN 818 million (in words: PLN eight hundred and eighteen million), including net income attributable to owners of Orange Polska S.A. of PLN 818 million (in words: PLN eight hundred and eighteen million),
- 2) consolidated statement of comprehensive income for 2023 showing total comprehensive income of PLN 435 million (in words: PLN four hundred and thirty five million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 435 million (in words: PLN four hundred and thirty five million),
- 3) consolidated statement of financial position as at 31 December 2023, with the balance sheet total of PLN 26,826 million (in words: PLN twenty six billion eight hundred and twenty six million),
- 4) consolidated statement of changes in equity for 2023 showing a decrease in total equity by PLN 7 million (in words: PLN seven million), including a decrease in equity attributable to owners of Orange Polska S.A. by PLN 7 million (in words: PLN seven million),
- 5) consolidated statement of cash flows for 2023 showing a decrease in cash and cash equivalents by PLN 227 million (in words: PLN two hundred and twenty seven million),

6) noty do skonsolidowanego sprawozdania finansowego.

6) notes to the consolidated financial statements.

§ 3

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

§ 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)

Liudmila Glimoc

Jolanta Dudek

Bożena Leśniewska

Witold Drożdż

Piotr Jaworski

Jacek Kowalski

Jacek Kunicki

Maciej Nowochoński

Consolidated financial statements

and the Management Board's report on the activity of
Orange Polska Group and Orange Polska S.A. for 2023

(separate document)

Uchwała nr 5/24

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 12.02.2024 r.

w sprawie przyjęcia oceny sprawozdań finansowych oraz sprawozdania Zarządu z działalności za rok obrotowy 2023

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 Orange Polska S.A. i Grupy Kapitałowej Orange Polska za rok obrotowy 2023, 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 oraz
- (ii) raportu biegłego rewidenta z badania ww. sprawozdań

w wersji zaprezentowanej Radzie Nadzorczej w dniu 12 lutego 2024 r.

on adoption of the appraisal of the financial statements and the Management Board's report on activity for the 2023 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 activity of Orange Polska S.A. and Orange Polska Capital Group for the 2023 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 and
- (ii) the statutory auditor's report on the audit of the above-mentioned reports

as presented to the Supervisory Board on 12 February 2024.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Mari-Noëlle Jégo-Laveissière

3. Laurent Martinez

4. Marc Ricau

5. Philippe Béguin

6. Bénédicte David

7. Bartosz Dobrzyński

8. Clarisse Heriard Dubreuil

9. John Russell Houlden

10. Monika Nachyła

11. Maria Pasio-Wiśniewska

12. Jean-Michel Thibaud

13. Jean-Marc Vignolles

**APPRAISAL OF THE FINANCIAL STATEMENTS
AND THE MANAGEMENT BOARD'S REPORT ON THE ACTIVITY IN 2023**

The Supervisory Board has examined and appraised the following documents:

- 1) IFRS standalone financial statements of Orange Polska S.A. for 2023, that include:
 - a) income statement for 2023, showing net income of PLN 782 million,
 - b) statement of comprehensive income for 2023, showing total comprehensive income of PLN 454 million,
 - c) statement of financial position as at 31.12.2023, with the balance sheet total of PLN 25,500 million,
 - d) statement of changes in equity for 2023, showing an increase in equity by PLN 12 million,
 - e) statement of cash flows for 2023, showing a decrease in net cash and cash equivalents by PLN 193 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 2023;
- 3) IFRS consolidated financial statements of the Orange Polska Group for 2023, that include:
 - a) consolidated income statement for 2023, showing net income of PLN 818 million, including net income attributable to owners of Orange Polska S.A. of PLN 818 million,
 - b) consolidated statement of comprehensive income for 2023, showing total comprehensive income of PLN 435 million, including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 435 million,
 - c) consolidated statement of financial position as at 31.12.2023, with the balance sheet total of PLN 26,826 million,
 - d) consolidated statement of changes in equity for 2023, showing a decrease in total equity by PLN 7 million, including a decrease in equity attributable to owners of Orange Polska S.A. by PLN 7 million,
 - e) consolidated statement of cash flows for 2023, showing a decrease in net cash and cash equivalents by PLN 227 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. and the consolidated financial statements for the year ended 31 December 2023, the Supervisory Board hereby states that:

- IFRS standalone financial statements of Orange Polska S.A. for 2023,
- Management Board's Report on the Activity of the Orange Polska Group and Orange Polska S.A. in 2023, and
- IFRS consolidated financial statements of the Orange Polska Group for 2023

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 2023 has been drawn up in all major aspects on the basis of the financial data contained in the standalone and consolidated financial statements for 2023. 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.

Uchwała nr 12/24

(Resolution no.)

Rady Nadzorczej
(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 22.03.2024 r.

w sprawie przyjęcia sprawozdania Rady Nadzorczej za rok obrotowy 2023

on adoption of the Supervisory Board's report for the 2023 financial year

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

Pursuant to article 382 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 2023, stanowiące załącznik do niniejszej uchwały oraz postanawia przedłożyć je Zwyczajnemu Walnemu Zgromadzeniu do zatwierdzenia.

§ 1

The Supervisory Board adopts the Report for the 2023 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. Laurent Martinez

4. Marc Ricau

5. Philippe Béguin

6. Bénédicte David

7. Bartosz Dobrzyński

8. Clarisse Heriard Dubreuil

9. John Russell Houlden

10. Monika Nachyła

11. Maria Pasto-Wiśniewska

12. Jean-Michel Thibaud

13. Jean-Marc Vignolles

Attachment

*to the Supervisory Board resolution
no. 12/24 dated 22 March 2024*

ORANGE POLSKA S.A.
THE SUPERVISORY BOARD'S REPORT
for the 2023 financial year

The Supervisory Board's report for the 2023 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,

Orange Polska's strong operational and financial performance in 2023 confirms that the Company is built on a strong foundation and has employed the right strategy – fundamentals that have passed the test even in a difficult macroeconomic environment and with intense competition. The achievements of the past three years demonstrate that the Company is fully on track to meet the goals of its **.Grow** strategy. The Supervisory Board applauds the efforts of Orange Polska's teams in the face of these challenges. I am also glad that the Company is increasingly able to share the benefits of the successful implementation of its strategy with the shareholders in the form of dividends.

Last year, the Supervisory Board and its Strategy Committee analysed the market's competitive landscape. Over the past two years the main competitive battlefield has moved from singular offers to packages of services. The key drivers of this process are consolidation and wholesale partnerships, which balance out differences in fibre service reach. This change increases competition for retail customers and shifts it to local markets. Last year's strong commercial performance confirms that the Company adequately adjusted its marketing activities, while maintaining its value strategy.

The Supervisory Board closely monitored developments around the process of launching and conducting the auction for 5G frequencies in the C-band. The key issues were the spectrum valuation and investment commitments. The latter are related to the network coverage as well as a number of quality requirements to be met. The new spectrum, which has almost doubled Orange Polska's aggregate mobile frequency resources, will significantly improve the network capacity for customers and unlock new business opportunities in the long term.

The Management Board consulted with the Supervisory Board a strategy for the Company's participation in the tenders for EU-financed fibre network deployment within coverage gaps. As a result of the signed contracts, the Company, as the main beneficiary, will reach a further 150,000 households with fast internet using aggregate co-financing of over PLN 600 million. Orange Polska's investments will stimulate economic development and prevent digital exclusion.

Like every year, 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 lawful and complied with legal provisions and internal standards and policies, as well as appropriate and efficient. At each meeting, the Supervisory Board discussed in detail the Company's current financial and operating results versus the budget adopted at the beginning of the year. More details of the Supervisory Board's assessment of Orange Polska's standing are presented further in this report. With respect to the assurance of the highest corporate governance standards, it's worth noting that the Management Board strengthened supervision of Orange Polska's subsidiaries in line with the Supervisory Board's instructions.

The frequency of the Supervisory Board and its Committees' meetings mean that we are in close contact with the Management Board. In 2023, five meetings of the Supervisory Board and 15 meetings of its Committees took place. The average participation rate was 98%.

2024 is the last year covered by the **.Grow** strategy. In the opinion of the Supervisory Board, the key tasks for the Management Board are, on the one hand, to complete the implementation of all the goals thereof and, on the other, to develop a new strategy, which should be presented to the financial market in the first half of 2025. I am confident that despite obvious challenges it will become a platform for further value creation for our shareholders. Operating in an attractive and growing market, the Company has adequate resources and assets to get the most from the opportunities that this market offers.

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 2023:

1. Maciej Witucki - Chairman
2. Ramon Fernandez - Deputy Chairman
3. Marc Ricau - Secretary
4. Philippe Béguin - Board Member
5. Bénédicte David - Board Member
6. Bartosz Dobrzyński - Independent Board Member
7. John Russell Houlden - Independent Board Member and Chairman of the Audit Committee
8. Marie-Noëlle Jégo-Laveissière - Board Member
9. Patrice Lambert de Diesbach - Board Member
10. Monika Nachyła - Independent Board Member
11. Dr. Maria Paśło-Wiśniewska - Independent Board Member and Chairman of the Remuneration Committee
12. Wioletta Rosołowska - Independent Board Member
13. Jean-Michel Thibaud - Board Member
14. Jean-Marc Vignolles - Board Member and Chairman of the Strategy Committee

In 2023 the following changes occurred in the composition of the Supervisory Board:

- on 14 February 2023, Ramon Fernandez resigned from his position on the Supervisory Board;
- on 29 June 2023, the mandates of John Russell Houlden and Patrice Lambert-de Diesbach expired;
- on the same day, the Annual General Meeting appointed the following persons: Clarisse Heriard Dubreuil, John Russell Houlden and Laurent Martinez to the Supervisory Board for a new term of office.

Composition on 31 December 2023:

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. Dr. Maria Paśło-Wiśniewska - Independent Board Member and Chairman of the Remuneration Committee
12. Wioletta Rosołowska - Independent Board Member
13. Jean-Michel Thibaud - Board Member
14. Jean-Marc Vignolles - Board Member and Chairman of the Strategy Committee

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, Dr. Maria Paśło-Wiśniewska and Wioletta Rosołowska.

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, Dr. Maria Pasło-Wiśniewska, Wioletta Rosołowska and Jean-Marc Vignolles.

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

Committees of the Supervisory Board

Three permanent committees operate within the Supervisory Board. Their composition was the following (as of 31 December 2023):

1. **Audit Committee:**
 - 1) John Russell Houlden – Chairman
 - 2) Bartosz Dobrzyński
 - 3) Monika Nachyła
 - 4) Marc Ricau
 - 5) Jean-Michel Thibaud
2. **Remuneration Committee:**
 - 1) Dr. Maria Pasło-Wiśniewska – Chairwoman
 - 2) Bénédicte David
 - 3) Bartosz Dobrzyński
 - 4) Marc Ricau
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
 - 7) Wioletta Rosołowska

Maciej Witucki, Chairman of the Supervisory Board, and John Russell Houlden, Independent Board member and Chairman of the Audit Committee, participate in the meetings of the Strategy Committee on a permanent basis. Moreover, all other members of the Supervisory Board are invited to meetings of the Strategy Committee and participate in them.

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.

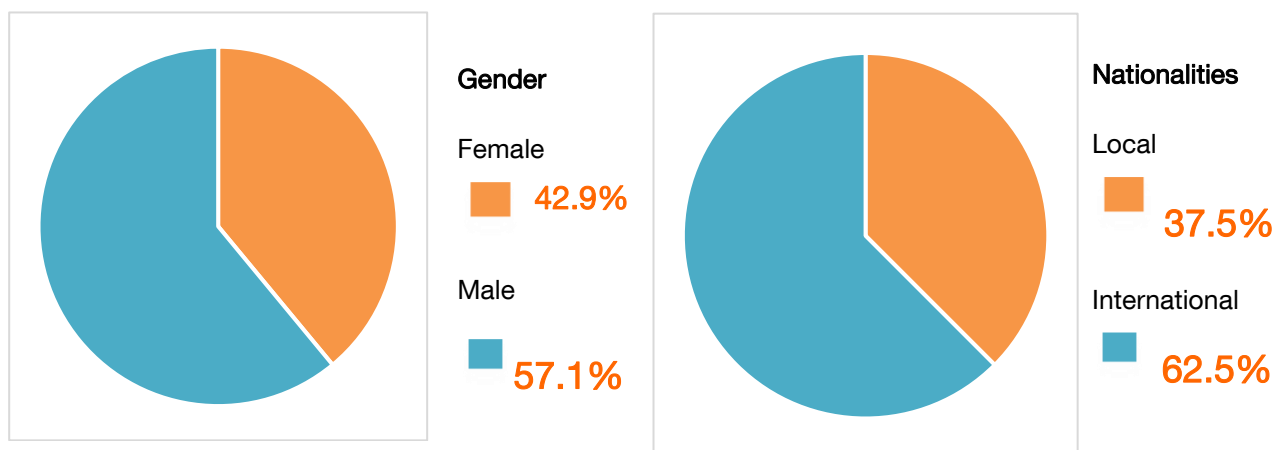
In the process of selection of Members of Orange Polska's Management Board, the Supervisory Board:

1. is guided by the transparency of the principles and criteria for selecting candidates.

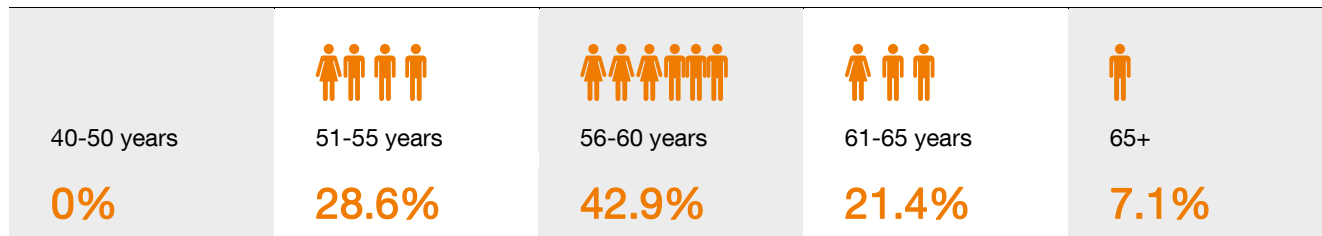
2. makes decisions on the selection of members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates.
3. ensures that the members of management bodies include people of diverse gender, age, specialist knowledge, education and professional experience.
4. and, with regard to gender diversity, aims to ensure that at least 30% of participants are women.

The above requirements are met by the Company. As of 31 December 2023, women constituted 42.9% of the Supervisory Board and 37.5% of the Management Board.

Supervisory Board diversity



Supervisory Board age profile



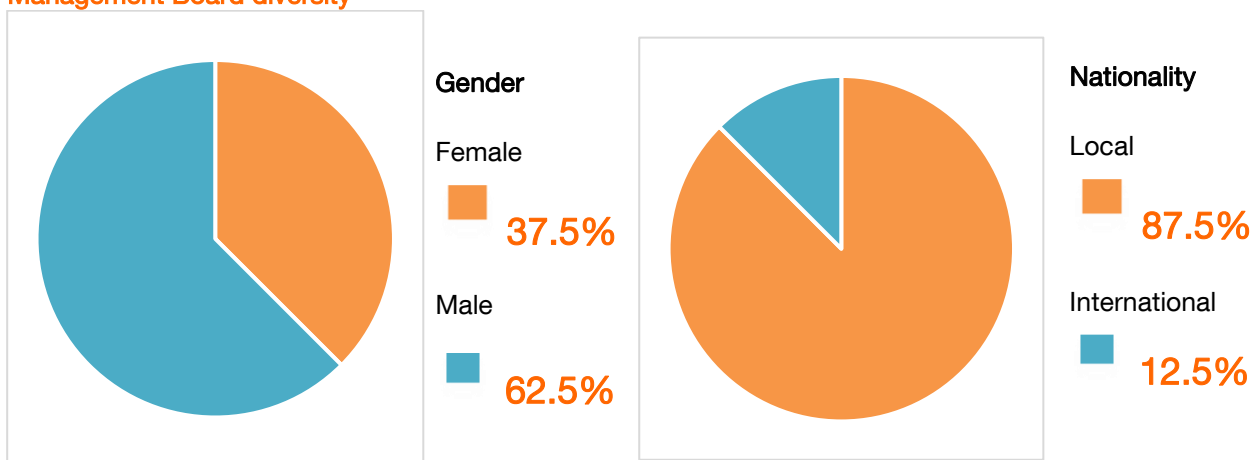
Supervisory Board length of tenure

0-2 years	3 people	Laurent Martinez, Bartosz Dobrzyński, Clarisse Heriard Dubreuil
3-4 years	4 people	Marie-Noëlle Jégo-Laveissière, Philippe Béguin, Bénédicte David, Wioletta Rosołowska
5-6 years	3 people	Monika Nachyła, Jean-Michel Thibaud, Jean-Marc Vignolles
6+ years	4 people	Maciej Witucki, Marc Ricau, John Russell Houlden, Maria Pasło-Wiśniewska

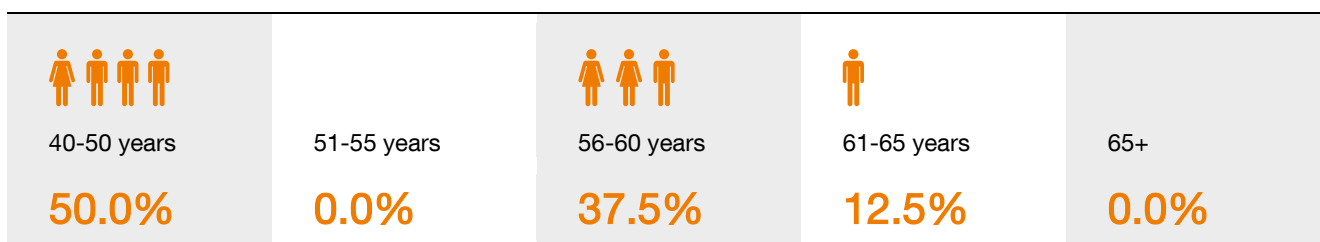
Supervisory Board skills matrix

Name	Audit / Risks	Accounting / Finance / M&A	Executive Management	Legal / Compliance / Governance / Ethics	Cybersecurity / Innovation & Technology	HR and Human Issues	Commerce / Marketing	CSR & Sustainable Growth (Climate & Environment)	Regulatory Environment	Communication & Investor Relations	Production/ Security / Supply Chain
Maciej Witucki											
Marie-Noëlle Jégo-Lavelissière											
Laurent Martinez											
Marc Ricau											
Philippe Béguin											
Bénédicte David											
Bartosz Dobrzyński											
Clarisse Heriard Dubreuil											
John Russell Houlden											
Monika Nachyła											
dr Maria Pasło-Wiśniewska											
Wioletta Rosołowska											
Jean-Michel Thibaud											
Jean-Marc Vignolles											

Management Board diversity



Management Board age profile



Management Board length of tenure

0-2 years	1 person	Liudmila Climoc
3-4 years	1 person	Jacek Kunicki
5-6 years	2 people	Witold Drożdż, Piotr Jaworski
6+ years	4 people	Jolanta Dudek, Bożena Leśniewska Jacek Kowalski, 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 2023 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 2022 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 strategy plan,
- 3) stating an opinion on Orange Polska S.A. and Orange Polska Group budget,
- 4) preparing the report on the Supervisory Board's activity in 2022.

On the Supervisory Board's agenda for 2023

Throughout 2023, the Supervisory Board mainly focused on the following issues:

a) Competitive landscape on the Polish telecom market

The Polish market continues to be highly competitive, while the main battlefield has moved from singular offers to packages of services. In 2022, Play finalised the acquisition of the largest cable company, UPC. As a result, a new significant operator entered the fixed-mobile convergence market. In 2023, UPC was transformed into a separate company, which is a joint venture of Iliad (the owner of Play and UPC) and the infrastructure fund InfraVia. This resulted in the emergence of a new purely infrastructure-oriented player. Wholesale partnerships even out the differences among operators in their fibre-service reach. It increases competition for retail customers, especially as some players attempt to win the market with aggressive marketing strategies. It also contributes to much more localised competition in the fixed-line market, the intensity of which largely depends on the number of operators offering their services in the given location. The Supervisory Board and the Strategy Committee analysed the potential impact of this situation on Orange Polska's business, reaching the conclusion that on the one hand the Company needs to adapt its marketing activities; on the other, it should continue to implement its value strategy. The strong commercial and operational results achieved last year validate this approach.

b) Acquisition of a new spectrum for 5G

The Supervisory Board closely monitored developments around the process of launching and conducting the auction for 5G frequencies in the C-band. It took six months from the start of the initial consultation in December 2022 to the formal launch of the auction. In the course of consultation, the available frequency blocks were increased from 80 MHz to 100 MHz each, while the starting price for a block did not change versus the initial assumptions – which was naturally a positive development. The key issues to be analysed were the spectrum valuation and investment commitments. The latter are related to the network coverage as well as a number of quality requirements to be met. The new spectrum, which has almost doubled Orange Polska's aggregate mobile frequency resources, will significantly improve network capacity for its customers and unlock new business opportunities.

c) Participation in calls for proposals for EU-financed fibre network deployment

Further expansion of fibre reach is one of the strategic goals of Orange Polska. It has fuelled sales of convergent services, which are the mainstay of the Company's commercial strategy. In 2023, the government agency Digital Poland Project Center (CPPC) launched calls for proposals for the deployment of fibre networks co-financed under the European Funds for Digital Development (EFDD) and the National Recovery and Resilience Plan (NRRP) frameworks. The goal is to build a 'gigabit society' in Poland by reaching as many households as possible with fibre internet. The Management Board consulted with both the Supervisory Board and the Strategy Committee a strategy for the Company's participation in these calls for proposals. As a result of several rounds of resolutions as well as internal analyses, the Company signed contracts for 26 areas with aggregate co-financing of over PLN 600 million. The deployment of these networks will provide broadband access to about 150,000 households located within coverage gaps. The key criterion in selecting the areas was the expected rate of return, while also taking into account synergies with the Company's existing infrastructure.

d) Strategy of expanding fibre reach through acquisitions

Another topic discussed at the meetings of both the Supervisory Board and its Strategy Committee was the expansion of fibre reach through acquisitions. In Poland, there are about 1,000 small local fibre networks, which have been subject to consolidation. In the Supervisory Board's opinion, Orange Polska with its strong balance sheet, is well positioned to take part in this process. The Company has been actively monitoring the market and participating in the sales of such networks or their operators. The key decision-making criteria have been price and issues related to legal and technical integration. At the end of 2023, the Company acquired a network operated by Timplus and reaching about 46,000 households.

e) Monitoring of operating and financial results and budget execution

The Supervisory Board constantly monitored Orange Polska's commercial and financial results and the execution of the 2023 budget. This was particularly important in light of the challenges related to the impact of very high inflation on the Company's operating expenses. The majority of our rental contracts are indexed to the previous year's inflation rate, which means that the related costs surged last year. Similarly, costs of consulting and other third-party services, technical support and customer care were subject to higher inflationary pressure. Furthermore, an increase in the minimum wage in the economy by over 20% will be a major factor in some of these categories. The highly inflationary environment necessitates mitigation efforts on the revenue side coupled with ongoing cost transformation. The results have demonstrated that the Company has dealt with these challenges effectively.

The Supervisory Board met 5 times in 2023.

The attendance at the Supervisory Board's meetings was 97.1% and 97.7% including its committees.

Supervisory Board attendance register 2023

	Supervisory Board	Audit Committee	Remuneration Committee	Strategy Committee
Maciej Witucki	5/5			
Marie-Noëlle Jégo-Laveissière	5/5			
Laurent Martinez	2/2			
Ramon Fernandez	1/1			
Marc Ricau	5/5	6/6	6/6	
Philippe Béguin	5/5			3/3
Bénédicte David	5/5		6/6	3/3
Bartosz Dobrzyński	5/5	3/3	6/6	3/3
Clarisse Heriard Dubreuil	2/2			
John Russell Houlden	4/5	6/6		
Patrice Lambert de Diesbach	3/3			1/1
Monika Nachyła	5/5	5/6		3/3
dr Maria Paśo-Wiśniewska	5/5	3/3	6/6	3/3
Wioletta Rosołowska	5/5			
Jean-Michel Thibaud	4/5	6/6		
Jean-Marc Vignolles	5/5			3/3

**) 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 2023.

The reports of the three permanent committees of the Supervisory Board on their activities in 2023 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 3) of the Commercial Companies Code, the Supervisory Board informs that in 2023 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. 5/24 dated 12 February 2024, 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 2023 financial year;
- 2) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. for 2023,
- 3) the IFRS consolidated financial statements for 2023.

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. 5/23 dated 15 February 2023 on distribution of the Orange Polska S.A. profit for the 2023 financial year in the amount of PLN 782,353,959.83, as follows:

- 1) for a dividend – PLN 629,931,589.92. The amount of dividend shall be PLN 0.48 for each entitled share;
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,647,079.20;
- 3) to the reserve capital – PLN 136,775,290.71.

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 2023 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 2023 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 2023 were as follows:

- Persistent execution of the commercial value strategy in all key areas to at least partly reflect higher operating costs in output prices;
- Continued cost transformation to navigate through inflationary challenges, including releasing further benefits of digitisation and automation of business processes;
- Further development of key value drivers including convergence, mobile, fibre, ICT and wholesale;
- Acquisition of 5G spectrum;

- Pursue transformation of corporate culture to be more agile and cost effective;
- Further push of the #OrangeGoesGreen agenda on both environment and social fronts;
- Fulfilment of published financial forecasts regarding revenue, EBITDAaL and eCapex performance;
- Gradual preparation of foundations for the new strategic period beyond 2024;
- Fulfilment of published financial forecasts and expectations regarding revenue and EBITDAaL growth.

2023 was the third year of implementation of the **.Grow** strategy announced in 2021. It was marked by a cumulation of exceptional headwinds, such as war in Ukraine, the widespread energy crisis and double-digit inflation. Despite this difficult and unexpected backdrop the Company has pursued all its strategic goals, which is a commendable achievement in the opinion of the Supervisory Board. This can be seen as evidence of the strong fundamentals at the heart of Orange Polska's business.

The key challenge of 2023 was to mitigate the inflationary impact on the Company's costs. The majority of our rental contracts are indexed to the previous year's inflation rate, which means that the related costs increased significantly in 2023. Similarly, costs of various outsourced services were subject to higher inflationary pressure. Furthermore, rising minimum wage in the economy, which is to increase by over 40% between 2022 and 2024, has been a major factor in some of these categories. The inflationary impact on costs was around PLN 200 million last year. The Company responded to this challenge with further cost transformation and, above all, the intensification of value strategy on the revenue side.

The Group delivered on all its financial goals and maintained strong commercial momentum. The latter is especially important taking into consideration intensified competition mainly in fibre broadband and convergent services. It is a consequence of the emergence in Poland of a segment of purely infrastructure-oriented operators that conclude agreements for wholesale access to their networks with any retail players interested. This evens out the differences among operators in their fibre service reach and results in increased competition for retail customers, especially that some players attempt to win the market with aggressive marketing strategies. The Company also benefitted from this trend owing to a 50% stake in Światłowód Inwestycje (FiberCo). Against this backdrop, maintaining the previous year's growth dynamics in the convergent customer base (5%) and achieving a 15% increase in fibre customers should be considered a very good result. Especially that it was coupled with accelerated growth in ARPO, which is particularly important due to inflation.

The Company made further progress in digitisation, which is one of the key tools for increasing internal efficiency and responding better to customer needs. The big-data driven marketing platform, which is to enhance customer value management and translate into more services sold, is delivering increasingly positive results. The share of digital channels in the sale structure has been steadily growing, reaching as much as 20% in 2023. The key enabler of this growth is My Orange application, which is constantly improved to boost its usefulness for customers. The number of customers using this application increased by 50% in the past two years.

One of key topics for the Supervisory Board in 2023 was the situation regarding the auction for 5G spectrum in the C-band. Consultation positions submitted by the Company had been consulted with the Supervisory Board. Also investment commitments were analysed. In the course of the consultation process, the frequency blocks were increased from 80 MHz to 100 MHz each, while the starting price for a block did not change versus the initial assumptions – which was naturally a positive development. The auction was conducted on predictable rules and in an efficient manner.

The Company has completed three out of four years of the current strategy cycle. In the opinion of the Supervisory Board, the results achieved hitherto demonstrate that the Company is well on track to meet its goals, despite a demanding and challenging external environment.

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 2023, delivering strong results across the board despite a challenging external environment. It increased revenues, profits, organic cash flow and return on capital employed while preserving a safe balance sheet. EBITDAaL for the year slightly outperformed the initial expectations contained in the guidance that had been presented to the market.

Strong revenue performance in core business engines – B2C, B2B and wholesale services – was the key enabler of the EBITDAaL growth by over 3%. In its commercial activity the Company was able to maintain a proper balance between customer base expansion and growth in ARPO. This growth filtered through to profits thanks to high operating leverage, as the cost base growth was limited due to optimisation initiatives.

Total revenues were up 3.9% in 2023, with all key business lines contributing to it. In addition to core telecom services (convergence, mobile-only and fixed broadband-only), also ICT services, that support B2B sales, reported solid revenue growth. For another year the Company's revenue growth outpaced the rate of market growth. This was even more difficult due to an adverse macroeconomic environment (low GDP growth and high inflation). Demand for the Company's infrastructure further increased, fuelling 10% growth in wholesale revenues (excluding legacy areas). Finally, revenues strongly benefitted from an 18% increase in mobile equipment sales, which was a result of customer demand for high-end handsets and the Company's value strategy.

Net profit for 2023 exceeded PLN 800 million and, excluding the impact of transactions related to Światłowód Inwestycje in 2021, it was on the highest level in more than a decade. It benefitted from growing EBITDAaL, falling depreciation and lower finance costs.

Organic cash flow reached almost PLN 1.2 billion, an increase of more than 40% versus 2022. The last time this level was reported was more than ten years ago. Cash generation benefitted from growth of EBITDAaL coupled with much lower working capital requirement and higher proceeds from sale of real estate. Capital expenditures decreased as planned, mainly owing to delays in the frequency auction, which deferred investments in 5G network deployment.

The financial leverage of 1.1x (or 1.2x taking into account the full payment for spectrum effected in the beginning of January 2024) illustrates the Company's strong balance sheet structure, an important asset in the current environment. Notably, the cost of debt was only 3.2%, resilient in the face of significant interest rate increases owing to effective hedging.

In 2023 the Company raised dividend payments, which was assessed positively by the Supervisory Board. Orange Polska is in the position to share the benefits of its growth with its shareholders. For 2024 the Management Board recommended a further 37% increase of the dividend to PLN 0.48 per share.

The financial results of the past three years demonstrate that the Company is performing exactly as it has committed and is fully on track to meet the goals of its **.Grow** strategy.

Conclusions and recommendations for 2024

Orange Polska has entered the last year of its **.Grow** strategic plan for 2021-2024. The results of the three years of its implementation confirm that it is the right strategy for turbulent times and the Company is on track to meet its goals. Poland's macroeconomic environment is expected to improve in 2024. The inflation rate has fallen to a single-digit level. There are also prospects for unblocking of EU funds, which should stimulate business activity. On the other hand, competition in the market remains high and the Company's costs will be affected by the last year's double-digit inflation. There will certainly be no lack of challenges, but the Supervisory Board is convinced that the Group has put the right measures in place to maximise effectiveness of its assets and values and that this will be another year of growth for Orange Polska. While completing its **.Grow** strategy this year, the Company should develop tangible assumptions for a new strategic plan, which should be announced in the first half of 2025.

The Supervisory Board shares the Management Board's opinion that in 2024 the Group should particularly focus its operations on the following key aspects:

- Persistent execution of commercial value strategy in all key areas;

- Continued cost transformation, including releasing further benefits of digitisation and automation of business processes;
- 5G network deployment;
- Further development of key value drivers including convergence, mobile, fibre, ICT and wholesale;
- Further pursuit of the responsibility pillar's objectives on both environment and social fronts;
- Fulfilment of published financial forecasts regarding revenue, EBITDAaL and eCapex performance;
- Development of a new strategy beyond 2024.

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.

This system 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 in the Company, 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 action 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 2023, published on 14 February 2024.

In 2023, the Company again completed a comprehensive assessment of its processes of internal control over financial reporting. Main 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 2023.

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, security and anti-corruption measures related with 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 behavior 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 inspections, 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 2023. 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 31.12.2023 the Company met all the requirements of the Diversity Policy for Members of the Supervisory Board and for Members of the Management Board. Currently, the participation of women in the Supervisory Board and in the Management Board is 42.9% and 37.5%, respectively

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 2022 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 2022.

The Supervisory Board states that the sponsorship strategy led by the Company and focused in 2022 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 2023, 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 2023;
2. to adopt a resolution on distribution of the Orange Polska S.A. profit for the 2023 financial year according to the motion of the Management Board included in the resolution 10/24;
3. to approve Orange Polska Group and Orange Polska S.A. Management Board's report on the activity for the year ended 31 December 2023,
4. to approve the Orange Polska Group IFRS consolidated financial statements for the year ended 31 December 2023,
5. to grant approval of the performance by the members of the Management Board of Orange Polska S.A. of their duties in 2023.

REPORT

on the 2023 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 June 14, 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 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 Director”)
2. Monika Nachyła (“Independent Director”)
3. until 29 July 2023 Dr Maria Pasło-Wiśniewska (“Independent Director”)
4. from 29 July 2023 Bartosz Dobrzyński (“Independent Director”)
5. Marc Ricau
6. Jean – Michel Thibaud

The Audit 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 Bartosz Dobrzyński.

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 the impact of the war in Ukraine and other geopolitical and economic circumstances resulting in rapid changes in the global economy, including significant inflation, fluctuations of energy prices, reduced access to key energy supplies and changes of energy sources, increases of interest rates, broken supply chains, and worsening conditions in respect of the natural environment and the prospects for mitigating changes to the climate and their impact on the globe. 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 in that regard.

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 also started to consider the Group's operations from the perspective of environmental, social and governance matters (ESG). In 2023, the Audit Committee monitored the Group's preparation with respect to the new sustainability reporting which will become obligatory in the European Union from 2024. Sustainable development of the Group by way of finding the right balance between financial results and ESG, with the objective of ensuring the long term stable development of the Group, is of key importance to investors. The Audit Committee plans to continue its focus on that area in 2024 and subsequent years.

The Audit Committee has also been involved in reviewing internal control and compliance, and risk management. In particular, the Audit Committee worked to ensure the independence of both the external auditor and the internal audit team, and 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.

Further, the Audit Committee developed an enhanced set of Audit Quality Indicators in order to be better able to monitor the quality of the auditor's work.

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.

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

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 and include but are not limited to (i) monitoring the integrity of the financial 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 the audit firm, (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 reporting process and information published by the Company and the Group. In 2024, the remit of the Audit Committee will be extended to encompass the monitoring of the integrity of sustainability reporting.

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 meetings in 2023. 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.

Our approach to monitoring the financial reporting process

As required by law, the Audit Committee monitored the process of financial reporting. The goal of the Audit Committee was to assess and provide advice to the Supervisory Board on whether the financial statements as well as the Management report on the Company's operations, taken as a whole, 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 reviewed the quarterly and annual financial statements. The Committee reviewed also Orange Polska Group's strategic plan as well as budgets. The aim of the 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. 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 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.

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 2023 was the third year of KPMG being the auditor of the Orange Polska Group.

The Audit Committee reviewed the external auditor's proposed audit plan for 2023 including key auditing matters to be focused on, the increased 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 taking into account also the views of the management on those issues. The 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 2023. 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 agreed with the auditor and the Management a set of Audit Quality Indicators (AQIs) and implemented AQIs as an additional tool of audit quality monitoring. Also, 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. In 2023, the Audit Committee discussed with KPMG the findings of PANA resulting from PANA's assessment of KPMG audits' quality made in 2023 and earlier.

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.

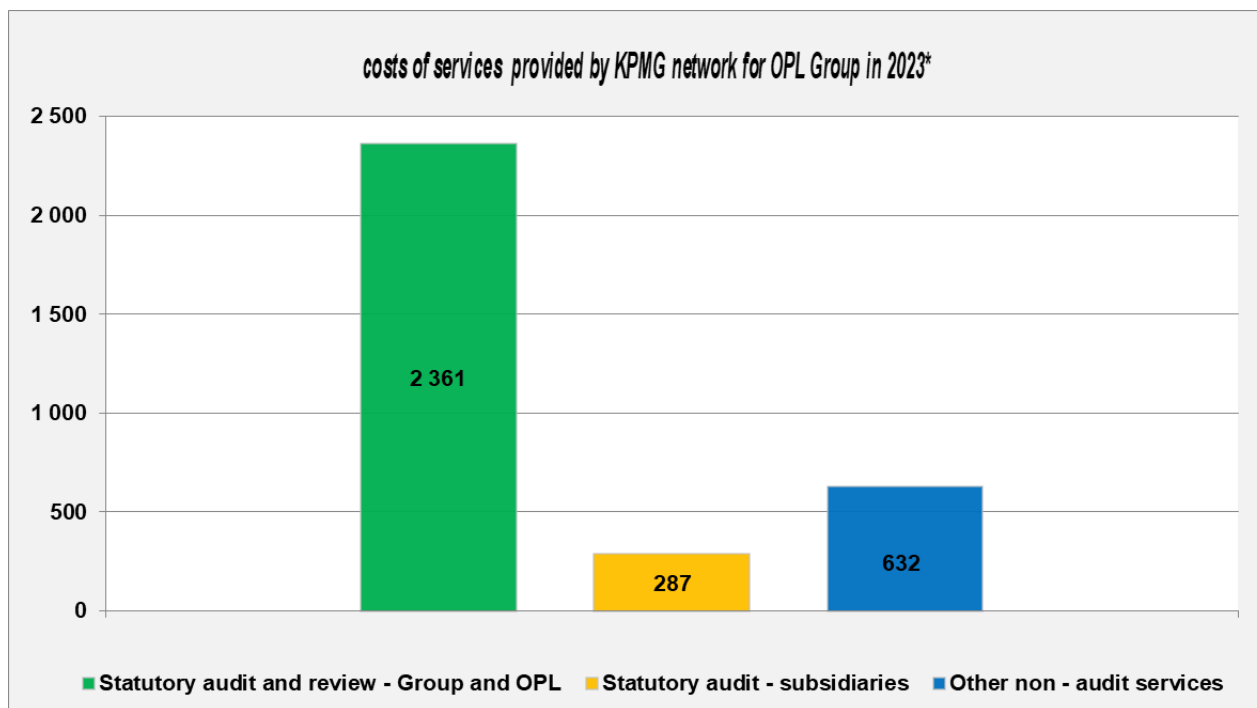
Our approach to assessing the independence of the external auditor

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 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 non-audit services compared to the average statutory audit fee presenting data for the previous three years. Non-audit services provided by KPMG were 26% of the average audit fee of the last three years.

The policies on approval of non-audit services and on the selection of the statutory auditor of the financial statements were updated in 2023. The update of those policies resulted from the guidelines of IESBA, an international professional accountants' ethics board, relating to non-audit services approval process as well as recommendations of the Polish financial market regulator (KNF) on implementation of additional procedures relating to auditor selection in the event of a current auditor losing its licence to do statutory audits.



**) remuneration for 2023 will be updated as part of the audit final settlements*

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.

Taking into account 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 and how these were addressed

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, impact of risks on financial reporting (disclosures and valuations) which included but was not limited to risks resulting from or related to the war in Ukraine, inflation, fluctuations of energy prices and interest rates;
- 2) controls over projects, investments and contracts' profitability throughout their implementation
- 3) controls over subsidiaries
- 4) liquidity of the Group
- 5) impairment testing
- 6) valuation of single assets resulting from extra risks related to them
- 7) review of the Economic Useful Life of assets
- 8) valuation of the key risks including tax related risks
- 9) review of any other accounting approaches, judgments and estimates related to key transactions
- 10) review of revenue recognition policies
- 11) disclosures in the financial statements including disclosures on claims and litigation in the financial statements
- 12) disclosure on the impact of climate change on the financial statements reflecting connectivity between sustainability and financial reporting

- 13) new types of transactions such as virtual and physical PPAs (Power Purchase Agreements) entered into in order to hedge against energy price increases
- 14) monitoring of auditor's quality and development of Audit Quality Indicators
- 15) electronic financial reporting according to the EU taxonomy in the consolidated financial statements
- 16) monitoring of the post balance sheet events.

Matters considered by the Audit Committee in relation to the sustainability reporting

Based on the EU regulations, starting from 2024 reporting, OPL will be obliged to publish a sustainability statement in the Management report on the Company's operations. Implementation of the EU Corporate Sustainability Reporting Directive in the Polish legal system, expected in 2024, will result in the new obligations of the Management Board, the Supervisory Board and the Audit Committee related to the preparation of the sustainability statements, ensuring their quality, securing auditor's assurance and also monitoring OPL's plans and activities from the perspective of sustainability matters to be disclosed in the sustainability statement. The Audit Committee will monitor the integrity of sustainability reporting including monitoring the effectiveness of internal controls and risk management systems as well as internal audit work in relation to the sustainable reporting process. The Audit Committee will also monitor the independence of the assurance services provider.

The Audit Committee monitored the regulations related to the sustainability reporting and its assurance as well as the preparation of the Company for 2024 reporting under the new regulations, including an auditor's selection as well as the sustainability reporting in 2023 and its attestation. All members of the Audit Committee participated in training on the new sustainability reporting requirements. All the members of the Audit Committee completed a test which confirmed that they have the appropriate skills and knowledge to fulfil efficiently the additional responsibility for the oversight of sustainability reporting starting from 2025.

Internal control over financial reporting

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 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. 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 Audit Committee received reports from Management on the internal control over 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 have been adopted. Management concluded that there were no weaknesses that would materially impact internal control over financial reporting in the year ended

31 December 2023 and the Audit Committee was satisfied that Management's conclusion was reasonable in light of the reports it had received.

Internal audit function and assessing the 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 at every meeting.

Internal Audit considers all of Orange Polska 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 also 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 in conformity with the Standards for the professional practice of Internal Auditing and the Code of Ethics issued by 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, follow-up on prior audit findings and cyclical review planning. The approach also builds reserved hours into the plan for ad-hoc, specially requested audits, and for urgent audit issues that arise throughout the year. The annual plan of Internal Audit is submitted for review and opinion by the Audit Committee. Progress against the annual Internal Audit plan is monitored and 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 2023, Orange Polska's Internal Audit maintained 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. 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 update 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. Review of top risks along with emerging risks and their update is 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 Supervisory Board received a report on top and emerging risks.

The top risk analysis is taken into account 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 his approval and then to the Audit Committee for its review.

Compliance

Matters related to the implementation of the Compliance Management Programme are reported to the Audit Committee in the following areas: ethics, general compliance with laws and regulations, anti-fraud, non-telco fraud, security and anti-corruption. As part of its periodic reports, the Compliance Management 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 initiated by notification of irregularities through dedicated, including confidential, channels. Orange Polska actively cooperates with the Compliance areas within the international Orange Group, sharing good practice and maintaining the Orange Group's anti-corruption standards.

The Compliance Management Programme in Orange Polska embraces the Company's obligations to act in line with the law, applicable standards, regulations, 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 Management Programme is the Anti-Corruption Policy, through which the Company adopts a zero-tolerance approach towards corruption with regard to every aspect of its activities. The correct application of Anti-Corruption Policy rules is supported by internal regulations with detailed guidelines and instructions aiming to identify and effectively prevent irregularities.

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

To prevent and control conflict of interest at Orange Polska, dedicated regulations were reinforced in the Company.

The Compliance Management area 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 Management Programme on an annual basis. No major issue was identified in 2023.

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 annual 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. The Audit Committee reviews the summary of fraud incidents on an annual basis. No major issue was identified.

Whistleblowing

The Company provides different channels of communications where all employees and stakeholders can also report their doubts, observed irregularities or violations of applicable laws through dedicated channels, either anonymously or openly, without fear of negative consequences. All such notifications are treated confidentially and examined and addressed with due diligence. The Audit Committee reviews the summary of cases reported through the whistleblowing system. As a result of whistleblowing a significant fraud case was revealed in 2021 and continues to be investigated by the public prosecutor.

Orange Polska is closely monitoring the upcoming changes to the legal regulations applicable to whistleblowing and will adapt its internal procedures to the new requirements.

Monitoring changes in the legal environment and changes in accounting standards

Relevant changes in the legal environment, together with updates to accounting 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 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. The Audit Committee also worked with management to develop an improved approach to the supervision of OPL's subsidiaries.

REPORT

on the 2023 activities of the Remuneration Committee of the Supervisory Board of Orange Polska S.A.

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. It is tasked with advising the Supervisory Board and Management Board on general remuneration policy and making recommendations on appointments to the Management Board.

Remuneration Committee members

- Maria Paśło-Wiśniewska, PhD (Independent Board Member) – Chairwoman
- 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,

Let me begin by stating for the record that in 2023 the Remuneration Committee was composed of four members and that there were no changes in the composition of the Committee from the previous year.

In 2023 Orange Polska continued its .Grow strategic plan, focusing on a convergent strategy targeting households, digital transformation, cybersecurity and cloud solutions, as well as simplification and efficiency. Alongside the development of the main pillars of these activities was a push to simultaneously develop social responsibility. This was expressed, among other things, by successful implementation of the #OrangeGoesGreen strategy, which resulted in a reduction of the Company's CO2 emissions by almost 80% at the end of 2023 as compared to our base year of 2015.

I am pleased to conclude that thanks to the consistent implementation of the .Grow strategy the Company achieved very good commercial results and met all financial targets for 2023.

In 2023 the Remuneration Committee fulfilled its duties and advised the Supervisory Board on the following topics, among others:

- appointment of Liudmila Climoc as new OPL CEO for a three-year term of office;
- payment of bonuses to the Management Board Members;
- modification of a template contract of employment for the Management Board Members and the Executive Directors;
- some modifications to the Remuneration Policy for the Members of the Management Board and Supervisory Board.

In 2023, as in previous years, the Committee prepared three mandatory reports: Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022; Remuneration Committee's Annual Report for 2022; and Realisation of Remuneration Policy as part of the OPL Management Board's Report on the Activity 2022.

Finally, let me thank all of the Committee Members for their contribution to the Committee's work, opinions and all professional discussions.

I would also like to thank our colleagues from the OPL Human Capital function for their professional support, and all the employees of Orange Polska for their quality of service and their contribution to the implementation of the Company's strategy.

Please find below details of Remuneration Committee activities in 2023.

Maria Paśo-Wiśniewska

Chairwoman of the Remuneration Committee

Main responsibilities of the Remuneration 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 President 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 President 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 2023 the Remuneration Committee had six 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 recommendations to the Supervisory Board in 2023:

- 1) reappointment of, and employment conditions for, Julien Ducarroz, the CEO, for the next term of office and then the conditions of his resignation from the function of the OPL CEO as of August 30, 2023;

- 2) appointment and employment conditions for Liudmila Climoc, the new OPL CEO, for the term of office starting from September 1, 2023;
- 3) reappointments and employment conditions for the next term of office, starting from June 29, 2023: the Management Board Member in charge of Finance, the Management Board Member in charge of Human Capital and the Management Board Member in charge of Carriers Market and Real Estate Sales;
- 4) change in remuneration of the Management Board Member in charge of Strategy and Corporate Affairs;
- 5) Stretch Bonus for Julien Ducarroz, the CEO, and for the Management Board Members (MBMs) for 2022;
- 6) conditions of Stretch Bonus for the new CEO and for the MBMs for 2023;
- 7) evaluation of the MBMs' bonuses for H2 2022 and H1 2023;
- 8) targets and bonus conditions for MBMs for 2023;
- 9) Orange Group LTIP 2023-2025;
- 10) Polish LTI Incentive Program in the years 2023-2025 wave three;
- 11) the Remuneration Committee's Annual Report 2022;
- 12) the modified Remuneration Policy with clawback concept, remote work and the new Management by Objectives (MBO) model for Members of the Management Board and Supervisory Board;
- 13) amendments to the template contract of employment for the Management Board Members relating to clawback clause, remote work and new MBO model.

The Remuneration Committee issued opinions on:

- 1) the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022;
- 2) the realisation of the Remuneration Policy – included in the OPL Management Board's Report on the Activity 2022.

The Remuneration Committee positively acknowledged:

- 1) HC Dashboard – a periodic report on matters of Human Capital;
- 2) status of implementation in the OPL Green strategy (reduction of CO2 emissions);
- 3) GREEN KPI - calculation, materiality;
- 4) the modified employment conditions for the Executive Director in charge of IT;
- 5) benefits granted to the Management Board Members due to Orange Polska internal regulations;
- 6) report on realisation of agreement with Orange Global International Mobility SA;
- 7) new project: OPL Group HC synergies and co-operation;
- 8) the results of two employee surveys, OPL: Organisational Health Survey and Your Employee Barometer.

Significant issues considered by the Remuneration Committee in 2023:

- 1) OPL succession plan for the Management Board Members and Executive Directors;
- 2) headcount evolution in OPL Group (Social Agreement 2024-2025, negotiation package).

The Remuneration Committee operated in accordance with its working plan for 2023 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 2023

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 2023:

Chairman:

Jean-Marc Vignolles

Members:

Philippe Béguin
Bénédicte David
Bartosz Dobrzyński (Independent Director)
Patrice Lambert de Diesbach – until 29 June 2023
Monika Nachyła (Independent Director)
Maria Pasło-Wiśniewska, PdD (Independent Director)
Wioletta Rosołowska (Independent Director)

Permanent guests:

Maciej Witucki, Chairman of the Supervisory Board
Russ Houlden, Chairman of the Audit Committee

All Supervisory Board Members are invited to participate in Strategy Committee meetings. Supervisory Board members and Orange Polska Management Board actively participate in the works of the Committee, whenever appropriate.

Secretary of the Strategy Committee in 2023 was Maria Janczar, Orange Polska Corporate Strategy & Market Research Director.

In 2023 the Strategy Committee held three meetings.

Letter from the Chairman of the Strategy Committee

Dear Shareholder,

Every year is eventful and challenging in its own right. After the preceding year's dynamic economic and geopolitical turmoil, 2023 aimed the industry spotlight back on digitalisation, enabled by breakthrough milestones in AI capabilities – even if 2023 was still impacted by serious instability in our environment,

AI technology has the long-term potential to revolutionise customer service, enhance user engagement, and drive the adoption of new types of applications across telco platforms, ultimately paving the way for a more interactive and efficient communication ecosystem.

Orange Polska has anticipated the importance of AI for future growth of its operations and is consequently implementing this direction through multiple strategic initiatives focused both internally and on interactions with customers. As we continue to navigate the complexities of the digital age, reliable and futureproof fibre connectivity is becoming increasingly essential. Therefore Orange concentrates its efforts on further extending fibre coverage and maintaining a number-one position on this market.

Aligned with our strategic focus, most of the Committee's consideration this past year was devoted to multiple organic and inorganic options for infrastructure development, as well as competitor's activities in this field. We were also very attentive to Orange Polska's leading position on the convergent market and a successful, future-facing strategy with one eye on recently intensified actions undertaken by other market players.

Another top priority discussed at our meetings was the repositioning of energy reselling activities conducted by company subsidiary, Orange Energia.

At the beginning of the final year of execution of the .Grow strategy I must express my appreciation for the outstanding efforts and remarkable results we have achieved in stabilising the company's growth engine and building a solid foundation for our future.

Thank you for your unwavering dedication, passion, and commitment to Orange Polska. Your contributions are truly valued and appreciated, and I am proud to be part of such an exceptional team.

Jean-Marc Vignolles

Chairman of the Strategy Committee

Issues on the Strategy Committee's agenda for 2023

.Grow strategy execution: the half-way mark

Committee reviewed Orange Polska's progress report on implementation of the .Grow strategic directions and key ambitions. Challenges to execution of the strategy were analysed, together with the path to deliver all of its strategic goals by the end of 2024.

OPL fibre strategy

The Polish fibre market is at a high growth rate both in terms of infrastructure and retail. The market going through a process of consolidation of small ISPs as it becomes more open for wholesale services. The potential for new greenfield rollout of infrastructure is mostly limited to areas with high investment cost. The Committee discussed potential future evolutions of the market and corresponding Orange strategy including a range of both organic and inorganic options.

OPL convergent strategy

Orange Polska's competitors are currently focusing their work on convergence, with an emphasis on aggressive pricing for fibre and attractive TV content. In spite of this challenging environment, Orange is successfully executing its more for more strategy oriented towards value creation while keeping the momentum on volume. The Committee reviewed this approach for key battlefields and long-term vision on market differentiation.

Orange Energia

Energy retail margins in Poland are very low, as the market is dominated by the energy majors and value retained by the producers. However, there is a high potential for green-energy market growth stemming from elevated black-energy prices and a geopolitical situation that is already pushing more renewable friendly legislation. After the transformation program which began in 2022, the business profile of Orange Energia has progressively turned to less risky market segments and stabilised company margin generation. The Committee analysed strategic options for future of the company.

point 5.

of the meeting agenda

Adoption of the following resolutions concerning:

- approval of Orange Polska S.A. separate financial statements for the 2023 financial year,
- distribution of the Orange Polska S.A. profit for the 2023 financial year,
- approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2023 financial year,
- approval of the Orange Polska Group consolidated financial statements for the 2023 financial year,
- approval of the Supervisory Board report for the 2023 financial year,
- granting approval of the performance of duties of the members of Orange Polska S.A. governing bodies in the financial year 2023,

Attachment no. 2 to the resolution no. 8/24
of Orange Polska S.A. Management Board
dated 14.02.2024

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

dated2024

on approval of the Orange Polska S.A. IFRS financial statements for 2023

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 2023 which include:

- 1) income statement for 2023 showing net income of PLN 782 million (in words: PLN seven hundred and eighty two million),
- 2) statement of comprehensive income for 2023 showing total comprehensive income of PLN 454 million (in words: PLN four hundred and fifty four million),
- 3) statement of financial position as at 31 December 2023, with the balance sheet total of PLN 25,500 million (in words: PLN twenty five billion five hundred million),
- 4) statement of changes in equity for 2023 showing an increase in equity by PLN 12 million (in words: PLN twelve million),
- 5) statement of cash flows for 2023 showing a decrease in cash and cash equivalents by PLN 193 million (in words: PLN one hundred and ninety three million),
- 6) notes to the financial statements.

§ 2

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

Attachment to the resolution no 10/24
of Orange Polska S.A. Management Board
dated 14.02.2024

resolution no...

of the Annual General Meeting
of Orange Polska S.A.

dated2024

on distribution of Orange Polska S.A. profit

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 2023 financial year of PLN 782,353,959.83 (in words: PLN seven hundred and eighty two million three hundred and fifty three thousand nine hundred and fifty nine 83/100) shall be divided in the following manner:

- 1) for a dividend – PLN 629,931,589.92 (in words: PLN six hundred and twenty nine million nine hundred and thirty one thousand five hundred and eighty nine 92/100).
The amount of dividend shall be PLN 0.48 (in words: forty eight groszy) for each entitled share.
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,647,079.20 (in words: PLN fifteen million six hundred and forty seven thousand seventy nine 20/100).
- 3) to the reserve capital – PLN 136,775,290.71 (in words: PLN one hundred and thirty six million seven hundred and seventy five thousand two hundred and ninety 71/100).

§ 2

Persons being the Company's shareholders on 26 June 2024 (the Dividend Day) shall be entitled to the dividend.

§ 3

The dividend shall be paid on 10 July 2024.

§ 4

The amounts allocated to the reserve capital, referred to in § 1 point 3 may be distributed as a dividend.

§ 5

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

JUSTIFICATION

In line with .Grow dividend policy and taking into account strong 2023 results, and sound balance sheet situation, the Management Board of Orange Polska recommends to Annual General Meeting payment of a cash dividend of PLN 0.48 per share in 2024 from 2023 profits. The proposal to increase the dividend by 37% versus dividend paid in 2023 is a reflection of the confidence of the management in the future prospects of Orange Polska.

Attachment no. 2 to the resolution no. 9/24
of Orange Polska S.A. Management Board
dated 14.02.2024

resolution no. ...

of the Annual General Meeting
of Orange Polska S.A.

dated2024

on approval of the Management Board's report on the Activity of the Orange Polska Group and Orange Polska S.A. in the 2023 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 2023 financial year.

§ 2

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

Attachment no. 3 to the resolution no. 9/24
of Orange Polska S.A. Management Board
dated 14.02.2024

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

dated2024

on approval of the Orange Polska Group IFRS consolidated financial statements for 2023

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 2023, which include:

- 1) consolidated income statement for 2023 showing net income of PLN 818 million (in words: PLN eight hundred and eighteen million), including net income attributable to owners of Orange Polska S.A. of PLN 818 million (in words: PLN eight hundred and eighteen million),
- 2) consolidated statement of comprehensive income for 2023 showing total comprehensive income of PLN 435 million (in words: PLN four hundred and thirty five million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 435 million (in words: PLN four hundred and thirty five million),
- 3) consolidated statement of financial position as at 31 December 2023, with the balance sheet total of PLN 26,826 million (in words: PLN twenty six billion eight hundred and twenty six million),
- 4) consolidated statement of changes in equity for 2023 showing a decrease in total equity by PLN 7 million (in words: PLN seven million), including a decrease in equity attributable to owners of Orange Polska S.A. by PLN 7 million (in words: PLN seven million),
- 5) consolidated statement of cash flows for 2023 showing a decrease in cash and cash equivalents by PLN 227 million (in words: PLN two hundred and twenty seven 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 19 April 2024

on approval of the Supervisory Board report for the 2022 financial year

§ 1

The Supervisory Board of the Orange Polska S.A. report for the 2023 financial year is approved.

§ 2

The resolution enters into force upon adoption.

**List of persons performing the functions of the Orange Polska S.A. Management Board's members
in the financial year 2023**

1. Julien Ducarroz - President *(until 31 August 2023)*
2. Liudmila Climoc - President *(from 1 September 2023)*
3. Jolanta Barbara Dudek - Vice President
4. Bożena Katarzyna Leśniewska - Vice President
5. Witold Ryszard Drożdż - Member
6. Piotr Tadeusz Jaworski - Member
7. Jacek Kowalski - Member
8. Jacek Marek Kunicki - Member
9. Maciej Mateusz Nowohoński - Member

**List of persons performing the functions of the Orange Polska S.A. Supervisory Board's members
in the financial year 2023**

1. Maciej Krzysztof Witucki - Chairman
2. Ramon Fernandez - Deputy Chairman *(until 14 February 2023)*
3. Marie-Noëlle Jégo-Laveissière - Deputy Chairman
4. Laurent Martinez - Deputy Chairman *(from 29 June 2023)*
5. Marc Ricau - Secretary
6. Philippe Béguin - Board Member
7. Bénédicte David - Board Member
8. Bartosz Dobrzyński - Board Member
9. Clarisse Heriard Dubreuil - Board Member *(from 29 June 2023)*
10. John Russell Houlden - Board Member
11. Patrice Pierre Philippe Lambert de Diesbach - Board Member *(until 29 June 2023)*
12. Monika Aleksandra Nachyła - Board Member
13. dr. Maria Paśło-Wiśniewska - Board Member
14. Wioletta Rosołowska - Board Member
15. Jean-Michel Thibaud - Board Member
16. Jean-Marc Vignolles - Board Member

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

dated 19 April 2024

on granting approval of the performance of duties of the Orange Polska S.A. Management Board's President/member

§ 1

The approval of the performance by of his/her duties as the President / a member of the Orange Polska S.A. Management Board in financial year 2023 is granted.

- DRAFT -

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

dated 19 April 2024

on granting approval of the performance of duties of the Orange Polska S.A. Supervisory Board member

§ 1

The approval of the performance by of his/her duties
as a member of the Orange Polska S.A. Supervisory Board in financial year 2023 is granted.

point 6.

of the meeting agenda

Adoption of the resolution on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board.

Uchwała nr 13/24

(Resolution no.)

Rady Nadzorczej
(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) **22.03.2024 r.**

**w sprawie przyjęcia sprawozdania Rady Nadzorczej
o wynagrodzeniach za rok 2023**

**on adoption of the Supervisory Board's report
on remuneration in 2023**

Na podstawie § 23 ust. 2 pkt 12) Statutu Spółki, uchwała się,
co następuje:

Pursuant to § 23 clause 2 point 12) 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 2023, 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 2023, 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. Laurent Martinez

4. Marc Ricau

5. Philippe Béguin

6. Bénédicte David

7. Bartosz Dobrzyński

8. Clarisse Heriard Dubreuil

9. John Russell Houlden

10. Monika Nachyła

11. Maria Pasło-Wiśniewska

12. Jean-Michel Thibaud

13. Jean-Marc Vignolles

Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2023

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 2023 and provides an overview of the remuneration awarded in line with the Remuneration Policy of Orange Polska S.A. in force since 2013 and the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. in force since 17 June 2020 with subsequent amendments (“the Remuneration Policies”).

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

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

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

Changes in reporting

Responding to the issues raised by our minority shareholders, we have introduced a number of changes to this Report compared to previous years in order to increase the transparency of information on the remuneration of Management Board Members. We trust that the tables presenting in detail the variable remuneration components and the terms of awarding thereof will give shareholders a better insight into the link between remuneration and the Company’s goals and strategy. We have also described the changes in the terms of remuneration to be introduced in 2024. We strive for the highest standards in corporate governance reporting.

1. Changes in the Company’s Boards

As of 1 January 2023, the Company’s Management Board was composed of: Julien Ducarroz, Jolanta Dudek, Bożena Leśniewska, Witold Drożdż, Piotr Jaworski, Jacek Kowalski, Jacek Kunicki and Maciej Nowohoński. As Julien Ducarroz resigned, the Supervisory Board of Orange Polska appointed Liudmila Climoc as the President of the Management Board of Orange Polska, effective on 1 September 2023. Julien Ducarroz became the CEO of Orange Romania S.A.

There were the following changes in the composition of the Supervisory Board in 2023:

On 14 February 2023, Ramon Fernandez resigned.

On 29 June 2023, the mandate of Patrice Lambert-de Diesbach expired.

On the same day, the Annual General Meeting appointed John Russell Houlden for a new term of office and Clarisse Heriard Dubreuil and Laurent Martinez to the Supervisory Board for the first term of office.

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 subsequently amended on 27 August 2020 and 29 June 2023. 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 2023 was structured in compliance with the adopted Remuneration Policies.

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 which apply also to other employees of the Company.

In line with the Company's 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.

Julien Ducarroz, who was the President of the Management Board of Orange Polska S.A. from 1 September 2020 to 31 August 2023, and Liudmila Climoc, who has been the President of the Management Board of Orange Polska S.A. since 1 September 2023, have 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 2023, their remuneration was payable pursuant to two resolutions of the General Meeting: (i) Resolution No. 33 of 9 April 2015, which remained in force to 28 June 2023, and (ii) 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 Company's 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 2023, Orange Polska S.A. had five independent Members on the Supervisory Board, namely: Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Maria Paśło-Wiśniewska PhD and Wioletta Rosołowska.

3. Remuneration of the Members of the Management Board

a. Base salary

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

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

The Company has followed the Diversity Management Policy for the Members of the Management Board, adopted by the Supervisory Board on 3 November 2021, and the Diversity Management Policy for the Members of the Supervisory Board, adopted by the Annual General Meeting on 22 April 2022.

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

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

b. Benefits

In 2023, the Management Board Members employed by Orange Polska S.A. received the following benefits:

a) Reported in the Table 11 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: *Neostrada*, *FunPack*, handset insurance, mobile subscription).

b) Additional:

- landline internet at the place of residence (a work tool);
- a sports card (described under the Table 11 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 11 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., Julien Ducarroz (to 31 August 2023) and Liudmila Climoc (since 1 September 2023) were 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 their remuneration and benefits is presented in the Table 12 below.

In the reported period, Members of the Management Board of Orange Polska S.A., excluding Julien Ducarroz and 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 companies.

c. Employee Pension Scheme (see Table 11 below)

Members of the Management Board employed by Orange Polska S.A. have joined the Employee Pension Scheme, which is financed by Orange Polska S.A. This scheme is a pension fund (Orange Polska Employee Pension Fund). In 2023, the Company financed a monthly base premium in the amount of 7% of the gross remuneration amount, which constitutes the base for the calculation of the pension and disability insurance premiums.

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

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

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

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

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

Each Member of the Management Board was entitled to the variable remuneration component dependent on the achievement of financial and non-financial goals. The terms of awarding thereof did not change in 2023 versus 2022.

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 is more related to the Company's performance and depends 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 has been payable on a semi-annual basis and its calculation has been based on the evaluation of the achievement of the goals defined for each Member of the Management Board in their individual task sheets.

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

1. EBITDAaL (EBITDA after Leases)

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

2. Organic Cash Flow (OCF)

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

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

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

4. Customer satisfaction with Orange services (Perception NPS)

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

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

Each goal has the predefined minimum level of implementation, below which the related variable remuneration is not awarded. In addition, each goal has the predefined maximum level of implementation, above which the related variable remuneration is not further increased. Depending on the goal, the maximum threshold is between 120% and 200% of its achievement.

Each goal has been assigned a weight and the amount of variable remuneration depends on the total weighted assessment of all goals. With the achievement of goals assessed at 100%, the variable remuneration component was 50% of the base salary due for the given period under the employment contract. With the achievement of all goals at the maximum level, variable remuneration component would have been 80.5% of the base remuneration.

Performance in 2023 permitted awarding the variable remuneration component to all Members of the Management Board, which is presented for each Board Member separately in the Tables 1-9 below.

In addition to the variable remuneration component, on 14 February 2023 the Supervisory Board, upon request of its Remuneration Committee, granted the President of the Management Board and Members of the Management Board the right to an additional annual bonus referred to as the Stretch Bonus. The award of this bonus was based on two financial indicators: EBITDAaL and EBITDAaL–eCAPEX (see Table 10 below). Unlike the terms of awarding the variable remuneration component described above, the Stretch Bonus is awarded in a predefined amount only if both targets are achieved jointly (on a hit-or-miss basis). For Members of the Management Board, the Stretch Bonus amounts to one monthly base salary. In the case of the President of the Management Board it was EUR 140 thousand in 2023. However, as the predefined conditions were not met in 2023, the Stretch Bonus for the President and other Members of the Management Board will not be paid in 2024.

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 a semi-annual basis by the Supervisory Board of Orange Polska S.A. upon recommendation of the Remuneration Committee thereof and the bonus was accrued pro rata to the employment period.

In the tables below, the term “Budget” refers to Orange Polska’s Budget for 2023 approved by the Supervisory Board.

Table 1. Variable remuneration component: Julien Ducarroz, President of the Management Board (to 31 August 2023)

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					26%*	0–24%
Work evaluation	20%					26%*	0–24%
Weighted assessment						124%	

* In Orange Polska’s practice hitherto, the maximum level for the individual goal assessment was 120%. However, the Remuneration Committee of the Supervisory Board granted an assessment of over 120% in exceptional cases, which occurred with respect to the assessment of Julien Ducarroz in 2023. While determining the goals for 2024, the Remuneration Committee of the Supervisory Board set the upper limit at 150%.

Table 2. Variable remuneration component: Liudmila Climoc, President of the Management Board (since 1 September 2023)

Criteria	Weight	Threshold	Goal	Maximum	Performance	Goal achievement	Assessment range
Solidarity goals:	80%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					20%	0–24%
Work evaluation	20%					20%	0–24%
Weighted assessment						118%	

Table 3. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					21%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					11%	0–12%
Weighted assessment						119%	

Table 4. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					21%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					11%	0–12%
Weighted assessment						119%	

Table 5. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					20%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					10%	0–12%
Weighted assessment						119%	

Table 6. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					20%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					10%	0–12%
Weighted assessment						118%	

Table 7. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals:	20%					21%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					11%	0–12%
Weighted assessment						119%	

Table 8. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*:	20%					21%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					11%	0–12%
Weighted assessment						119%	

Table 9. 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%					98%	0–137%
EBITDAaL (PLN mln)	30%	Budget–54	Budget	Budget+168	3,179	48%	0–60%
Organic Cash Flow (OCF) (PLN mln)	30%	Budget–200	Budget	Budget+200	1,173	32%	0–45%
CO ₂ emissions (Green) ('000 tonnes)	10%	Budget+191	Budget	Budget–13	115.1	18%	0–20%
NPS (market position)	10%	Budget (position)–1	Budget (position)	Budget (position)+1	3rd position	0%	0–12%
Individual goals*: –9	20%					20%	0–24%
Work evaluation	10%					10%	0–12%
Specific projects	10%					10%	0–12%
Weighted assessment						119%	

In the tables 1–9 above, the “Weighted assessment” in the column “Goal achievement” may not sum up due to rounding.

In the tables 1–9 above the “Assessment range” in the last column informs that a given goal can be assessed within a specific range

Table 10. Stretch Bonus for the President and other Members of the Management Board

Criteria	Goal	Performance	Goal achievement	Assessment range
EBITDAaL* (PLN mln)	Budget+60	3,179	0%	0% or 100%
EBITDAaL–eCapex* (PLN mln)	Budget+60	1,624	0%	0% or 100%

* Both goals need to be achieved jointly.

In 2023 Orange Polska S.A. did not exercise the option to demand the return of the variable components of remuneration.

Table 11. Total remuneration of Members of the Management Board in 2023

Full name	1. Fixed remuneration (PLN '000)						2. Variable remuneration (PLN '000) ¹				Total remuneration for 2023 (PLN '000)	Proportion between fixed and variable remuneration granted in 2023 (%)	Variable remuneration for 2022 paid in 2023 (PLN '000)
	Base salary	Benefits*	Other benefits for relatives	Compensation and severance pay	Other payments (including EPS benefit)	Total fixed remuneration	Granted for the first half of 2023	Granted for the second half of 2023	Annual, granted for 2023 (Stretch Bonus)	Total variable remuneration			
Jolanta Dudek	1,260	29	0	0	145	1,434	255	497	0	752	2,186	66%/34%	532
Bożena Leśniewska	1,440	35	0	0	169	1,644	292	568	0	860	2,504	66%/34%	656
Witold Drożdż	1,080	33	0	0	123	1,236	216	424	0	640	1,876	66%/34%	426
Piotr Jaworski	1,080	41	0	0	125	1,246	216	424	0	640	1,886	66%/34%	452
Jacek Kowalski	1,140	29	0	0	133	1,302	228	450	0	678	1,980	66%/34%	505
Jacek Kunicki	1,200	43	0	0	138	1,381	243	473	0	716	2,097	66%/34%	476
Maciej Nowoński	1,176	33	0	0	138	1,347	235	461	0	696	2,043	66%/34%	527

* Includes family members in line with the provisions of section 3.b above. Includes an additional benefit in the form of festival passes, which were used by Bożena Leśniewska (for Orange Warsaw Festival and Open'er Festival) and Piotr Jaworski (for Orange Warsaw Festival and Open'er 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 2023 (not included in the Table 11 above).

¹ The figure includes the variable remuneration component accrued in 2023 and payable in 2024, as approved by the Supervisory Board of Orange Polska S.A., while excludes the variable remuneration component accrued in 2022 and paid in 2023.

Table 12. The amounts paid by Orange Polska S.A. in 2023 as the reimbursement of the costs related to posting of the President of the Management Board

Full name	1. Fixed remuneration (PLN '000)	2. Variable remuneration (PLN '000) ¹			Total remuneration for 2023 (PLN '000)	Proportion between fixed and variable remuneration (%)	Variable remuneration for 2022 paid in 2023 (PLN '000)
		Excluding Stretch Bonus granted for 2023	Annual, granted for 2023 (Stretch Bonus)	Total variable remuneration			
Liudmila Climoc ²	1,299	309	0	309	1,608	81%/19%	0
Julien Ducarroz ³	3,684	669	0	669	4,353	85%/15%	1,280

¹ The figure includes the variable remuneration component accrued in 2023 and payable in 2023, as approved by the Supervisory Board of Orange Polska S.A., while excludes the variable remuneration component accrued in 2022 and paid in 2023 (except for the amount resulting from foreign exchange gains/losses).

² From the date of appointment as the President of the Management Board of Orange Polska S.A. (i.e. 1 September 2023).

³ Serving as the President of the Management Board of Orange Polska S.A. until 31 August 2023.

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

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

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

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

In accordance with the adopted Programme Regulations, the President and other Members of the Management Board may purchase 43,200 phantom shares each at a price of PLN 0.50 per phantom in each Programme Series.

The programme implementation has been based on the following principles:

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

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

Table 13. LTI success indicators and business objectives for all the Programme Series

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

Table 14. Redemption conditions for the Series One (2021–2023)

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

Table 15. Redemption conditions for the Series Two (2022–2024)

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

Table 16. Redemption conditions for the Series Three (2023–2025)

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

Table 17. The value of phantom share-based payments in the Long Term Incentive Programme for all Series (LTI 2021–2023, LTI 2022–2024 and LTI 2023–2025)

Full name	LTI 2021–2023		LTI 2022–2024		LTI 2023–2025	
	Number of purchased phantom shares	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2023 (PLN '000)*	Number of purchased phantom shares	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2023 (PLN '000)*	Number of purchased phantom shares	Value of phantom share-based payments recognised as the Company's costs for 12 months ended on 31 December 2023 (PLN '000)*
Julien Ducarroz	43,200	49 ¹	–	–69 ²	–	–
Jolanta Dudek	43,200	113	43,200	93	43,200	71
Bożena Leśniewska	43,200	113	43,200	93	43,200	71
Witold Drożdż	43,200	113	43,200	93	43,200	71
Piotr Jaworski	43,200	113	43,200	93	43,200	71
Jacek Kowalski	43,200	113	43,200	93	43,200	71
Jacek Kunicki	43,200	113	43,200	93	43,200	71
Maciej Nowohoński	43,200	113	43,200	93	43,200	71

* Number of shares × valuation of share options as of 31 December 2023.

¹ Costs reported till the end of the term as a Member of the Management Board of Orange Polska S.A.

² Julien Ducarroz's phantom shares were redeemed and the Company returned the funds paid for the phantom shares in the amount of PLN 21,600 – as the Programme Regulations regarding the required duration of service relationship were not met.

LTI 2021-2023 will be redeemed in April 2024.

Note: Julien Ducarroz did not join the LTI 2023–2025 series.

At the time of granting the shares, Liudmila Climoc was not the President of the Management Board of Orange Polska.

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

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

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

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

The first edition of the Plan functioned between 2017 and 2019.

In July 2018, the second edition of the Long Term Incentive Plan of the Orange Group for 2018–2020 was made available. It ended with awarding disposable shares to the participants by Orange S.A. in April 2021.

In July 2019, the third edition of the Long Term Incentive Plan of the Orange Group for 2019–2021 was made available. It ended with awarding disposable shares to the participants by Orange S.A. in April 2022.

In July 2020, the fourth edition of the Long Term Incentive Plan of the Orange Group for 2020–2022 was made available.

In April 2023, the fourth edition of the three-year Long Term Incentive Plan (LTIP) made available for 2020–2022 was settled, and Orange S.A. awarded disposable shares to the participants (see Table 19 below).

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

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

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

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

In the Long Term Incentive Plan of the Orange Group for 2020–2022, 2021–2023, 2022–2024 and 2023–2025, shares based on the achievement of the Organic Cash Flow objective can be awarded upon achieving it at the level equal to or greater than 95% of the target. With respect to other objectives, shares are awarded only upon achieving them in 100%.

Table 18. Detailed parameters of the Long Term Incentive Plan

Name of the Plan	LTIP 2021–2023	LTIP 2022–2024	LTIP 2023–2025
Performance assessment period	Years 2021–2023	Years 2022–2024	Years 2023–2025
Award date	28 July 2021	27 July 2022	25 July 2023
Ending date of the edition	31 December 2023	31 December 2024	31 December 2025
Award condition	Continuous service in 2021–2023	Continuous service in 2022–2024	Continuous service from 1 January 2023 to 31 March 2026
a) Financial indicator b) Indicator weight	a) Organic Cash-Flow ¹ b) 50%	a) Organic Cash-Flow ¹ b) 50%	a) Organic Cash-Flow ¹ b) 40%
a) Financial indicator b) Indicator weight	a) Total Shareholder Return ² b) 30%	a) Total Shareholder Return ² b) 30%	a) Total Shareholder Return ² b) 30%
a) Financial indicator b) Indicator weight	a) CSR ³ b) 20%	a) CSR ³ b) 20%	a) CSR ⁴ 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 Telecoms index between the first four months of the year preceding the first year of performance assessment and the last four months of the last year of performance assessment.

³ 10% 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 management positions at the end of the assessment period.

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 management positions at the end of the assessment period.

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

Full name	Shares to be awarded (number)				Disposable shares awarded in LTIP 2020–2022 and settled in 2023 (number)
	LTIP 2020–2022	LTIP 2021–2023	LTIP 2022–2024	LTIP 2023–2025	
Liudmila Climoc	–	2,000	2,000	3,000	–
Julien Ducarroz	2,000	2,000	2,000	3,500	1,181
Jolanta Dudek	2,000	2,000	2,000	2,000	1,181
Bożena Leśniewska	2,000	2,000	2,000	2,500	1,181
Witold Drożdż	2,000	2,000	2,000	1,500	1,181
Piotr Jaworski	2,000	2,000	2,000	1,500	1,181
Jacek Kowalski	2,000	2,000	2,000	1,500	1,181
Jacek Kunicki	1,000	2,000	2,000	3,000	591
Maciej Nowołośki	2,000	2,000	2,000	2,000	1,181

Table 20. Value of share-based payments in the Long Term Incentive Plan reported as costs in Orange Polska S.A.'s financial statements (in PLN '000)

Full name	LTIP 2020–2022	LTIP 2021–2023	LTIP 2022–2024
	For 12 months to 31 December 2023	For 12 months to 31 December 2023	For 12 months to 31 December 2023
Liudmila Climoc ¹	8	10	16
Julien Ducarroz ²	16	20	5
Jolanta Dudek	24	30	13
Bożena Leśniewska	24	30	16
Witold Drożdż	24	30	10
Piotr Jaworski	24	30	10
Jacek Kowalski	24	30	10
Jacek Kunicki	24	30	20
Maciej Nowochoński	24	30	13

¹ Costs reported from the appointment as the President of the Management Board of Orange Polska S.A.

² Costs reported till the end of the term as the President of the Management Board of Orange Polska S.A.

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 2023, Members of the Supervisory Board were entitled to remuneration set out in the Resolution 33 of the Annual General Meeting of 2015 (to 28 June 2023) and the Resolution 40 of the Annual General Meeting of 2023 (since 29 June 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 2023, 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 2023, Members of the Supervisory Board were granted additional benefits in the form of invitations to cultural events.

Table 21. Remuneration of the Members of the Supervisory Board for 2023

Full name	Total remuneration for performing the function (PLN '000)	Of which: Remuneration for sitting on a Committee (PLN '000)	Notes
Maciej Witucki	452	–	4)
Ramon Fernandez	–	–	1)
Marie-Noëlle Jégo-Laveissière	–	–	1)
Laurent Martinez	–	–	1) 3)
Marc Ricau	–	–	1)
Philippe Béguin	–	–	1)
Bénédicte David	–	–	1)
Bartosz Dobrzyński	233	83	4) 5)
Clarisse Heriard Dubreuil	–	–	1)
John Russell Houlden	413	275	

Patrice Lambert-de Diesbach	-	-	1) 2)
Monika Nachyła	234	83	4) 5)
Maria Pasło-Wiśniewska PhD	330	193	
Wioletta Rosołowska	220	83	
Jean-Michel Thibaud	-	-	1)
Jean-Marc Vignolles	-	-	3)
Total	1,882	717	

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

2) A person who was not a Member of the Supervisory Board of the Company as at 31 December 2023.

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

4) Total remuneration includes reimbursement of some social insurance contributions as pursuant to the decision of the Social Insurance Institution (ZUS) the limitation of the annual basis for calculating contributions was exceeded.

5) Total remuneration includes additional benefits in the form of passes for Orange Warsaw Festival (OWF) and Open'er Festival (Bartosz Dobrzyński for Open'er and Monika Nachyła for both OWF and Open'er).

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

In 2023, 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 2019–2023 period

The Table 22 below indicates percentage changes in key indicators versus their value in the preceding year.

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

Evolution of Orange Polska's consolidated results (%/PLN million)					
Orange Polska Group reports a single operating segment in its IFRS financial statements, as decisions about resources to be allocated and assessment of performance are made on a consolidated basis.					
Annual performance	2019	2020	2021	2022	2023
EBITDAaL	3,006	2,797	2,963	3,078	3,179
EBITDAaL evolution	7%	2.9% ²	5.9% ²	3.9% ²	3.3%
Revenue	11,406	11,508	11,928	12,488	12,970
Revenue evolution ¹	2.9%	0.9%	3.6%	4.7%	3.9%
Organic cash flow	737	642	867	822	1,173
Organic cash flow evolution	+79%	-13%	+35%	-5.2%	+43%
NPS (Net promoter score – position on the Polish market of telecommunications operators)	2	1	2	2	3

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

² Starting from 2020, gains on disposal of assets are excluded from EBITDAaL. Evolution of EBITDAaL in 2020 was calculated on a comparable basis to conform to the new definition.

Total remuneration of Members of the Management Board and remuneration of employees other than Members of the Management Board or Supervisory Board for 2023 are presented in the Table 23 below.

Remuneration of all persons performing the function of the Management Board Members in 2023 have been accounted for.

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

Management Board remuneration in PLN '000 (gross)^{1,3}					
Full name	2019	2020	2021	2022	2023
Liudmila Climoc ²	n/a	n/a	n/a	n/a,	1,608
Julien Ducarroz ²	n/a	1,339	5,382	5,670	4,353
Jolanta Dudek	1,528	1,624	1,903	2,220	2,186
Bożena Leśniewska	2,233	2,248	2,568	2,697	2,504
Witold Drożdż ³	1,453	1,487	1,700	1,797	1,876
Piotr Jaworski ³	1,498	1,504	1,757	1,905	1,886
Jacek Kowalski	1,767	1,935	2,166	2,113	1,980
Jacek Kunicki ³	n/a	614	1,813	2,018	2,097
Maciej Nowochoński	1,821	1,972	2,203	2,188	2,043
Jean-François Fallacher ^{1,3}	4,382	3,359	n/a	n/a	n/a
Mariusz Gaca ^{1,3}	2,529	2,369	n/a	n/a	n/a
TOTAL*	17,211	18,451	19,492	20,608	20,533
Employee remuneration (excluding the Management Board and Supervisory Board)^{1,4}					
	2019	2020	2021	2022	2023
Average total gross salary in PLN '000	115	122	129	134	142
Total remuneration paid to employees in PLN '000 (gross) in subsequent years	1,338,585	1,275,836	1,236,923	1,187,072	1,217,931
Management Board remuneration to employee remuneration ratio (%)	1.29%	1.45%	1.74% ⁵	1.74%	1.69%
Number of employees ⁶	11,687	10,489	9,622	8,863	8,571

n/a – not applicable

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, 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).

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

The Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2022 was drawn up and adopted by the Supervisory Board of Orange Polska S.A. on 1 April 2023 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 2022 (Resolution no. 39 of the Annual General Meeting of Orange Polska S.A. dated 29 June 2023).

6. Terms of awarding variable remuneration component (Short Term Incentive Programme –STI) in 2024

The goals and weights (presented in section 3.e above), that will constitute the basis for awarding the variable remuneration component for all Members of the Management Board, have not changed in 2024 versus 2023.

However, unlike in previous years when the variable remuneration component was determined on a semi-annual basis, as from 2024 it will be determined on an annual basis. An advance payment of 40% of the annual bonus based on the assumption of the 100% achievement of goals will be effected mid-year. Should the annual goals be not achieved sufficiently to receive the variable remuneration component at least equal to the advance, the latter shall be returned. Furthermore, in the case of some major errors in the determination of the variable remuneration component, including those resulting from incorrect source data, the variable remuneration component may be returnable within three years after payment thereof. The relevant clauses were added to contracts with Members of the Management Board in the second half of 2023.



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 2022 (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 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 Quality Control 1, which requires us to design, implement and operate a system of quality

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REGON: 142078130

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 behavior 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

Anna Burian-Szywacz

Key Certified Auditor

Proxy

Warsaw, 22 March 2024

- DRAFT -

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

dated 19 April 2024

on expressing an opinion on the Report on remuneration prepared by the Supervisory Board

§ 1

A positive opinion on the Report on remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2023 prepared by the Supervisory Board is expressed.

§ 2

The resolution enters into force upon adoption.

point 7.

of the meeting agenda

Adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

- AMENDMENTS 2024 -

Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

This remuneration policy for Members of the Management Board and the Supervisory Board of Orange Polska S.A. (the "Remuneration Policy") supports the implementation of the Company's strategy and the protection of its long-term interests by shaping market-competitive salaries conducive to employment stability in key positions.

In this Remuneration Policy, the notion of Members of the Management Board means both the President of the Management Board and other members of the Management Board, and the notion of Members of the Supervisory Board means both the Chairman of the Supervisory Board and other members of the Supervisory Board, in both cases regardless of functions performed thereby.

In the case of Members of the Management Board, significant components of remuneration depend on the achievement of both short-term and long-term objectives of the Company. The adopted model focuses on and strengthens the involvement of Members of the Management Board in the implementation of the Company's strategy.

In order to maintain both consistency and competitiveness of remuneration, the market competitiveness of the salaries for Members of the Management Board and other employees is monitored using independent market surveys. The working conditions and salary of the Company's employees reporting to a given Member of the Management Board and the scope of tasks performed by these employees are taken into account when determining the remuneration of Members of the Management Board. These are also taken into account when determining the targets which the variable remuneration component depends on. Some of the objectives used to determine payment of the variable remuneration component may be similar or identical for both Members of the Management Board and employees holding key positions in the Company.

Regarding Members of the Management Board employed directly by the Company (e.g. contribution in the employee pension scheme, some nonmonetary benefits), some of the remuneration elements to which they are entitled are granted based on internal regulations which are also applicable to the Company's employees other than Members of the Management Board. As a result, these employees' salaries and working conditions have been taken into account in the determination of the remuneration principles specified in this Remuneration Policy.

Members of the Management Board are appointed by the Supervisory Board and the term of office of each Member of the Management Board lasts three years. For the duration of their term of office, contracts of employment are concluded with Members of the Management Board employed directly by the Company. Some Members of the Management Board may be employed in another company of the Orange SA group (a parent company of Orange Polska S.A.) and posted to Orange Polska S.A. in order to perform the function of a Member of the Management Board.

Members of the Supervisory Board are appointed and dismissed by the General Meeting, and the term of Members of the Supervisory Board lasts three years, with the restriction that if the mandate of a Member of the Supervisory Board expires for reasons other than expiry of their term of office or

dismissal from the position of a Member of the Supervisory Board, the remaining Members of the Supervisory Board may appoint a new member of the Supervisory Board by a two-thirds majority of votes cast. The mandate of the appointed Member of the Supervisory Board expires on the date of the next General Meeting, held no earlier than 5 weeks after the appointment. The number of Members of the Supervisory Board so appointed may not exceed 3 persons.

No contracts related to their functions in the Supervisory Board are concluded with Members of the Supervisory Board.

(A) Remuneration and other cash and non-cash benefits that may be granted to Members of the Management Board consist of:

1. base salary;
2. benefits from short-term incentive programs (STI) - performance-based bonus;
3. benefits and allocation benefits;
4. benefits from long-term incentive programs (LTI);
5. base premium for participation in the employee pension scheme;
- ~~6. —jubilee awards (as long as internal regulations foresee such awards);~~
7. employment termination benefits;
8. other benefits arising out of the provisions of labour law or internal regulations of Orange Polska S.A.

The Remuneration Policy prohibits discrimination of Members of the Management Board due to: sex, age, disability, race, religion, nationality, political beliefs, trade union membership, ethnic origin and sexual orientation.

I. Base salary

1. The individual base remuneration of a Member of the Management Board takes into account:
 - a) recruitment negotiations with candidates applying for appointment to the Management Board,
 - b) change of the remuneration during the term of office for a Member of the Management Board depending on the current evaluation of work.
2. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the amount of remuneration for each Member of the Management Board based on the following premises:
 - a) scope of responsibilities and complexity specific to the position;
 - b) individual contributions of Members of the Management Board to the implementation of the Company's strategy;
 - c) market competitiveness of the remuneration;
 - d) recommendations of the Member of the Management Board responsible for managing human resources in the Company (does not apply to the remuneration of the Member of the Management Board responsible for managing human resources in the Company);
 - e) recommendations of the President of the Management Board (does not apply to the remuneration of the President of the Management Board).

3. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the base remuneration for each Member of the Management Board.

II. Benefits from short-term incentive programs (STI) - performance-based bonus

1. Each of the Members of the Management Board is entitled to a variable remuneration (bonus) dependent on their performance (achievement of objectives).
2. The variable part of remuneration is determined in **annual** settlement periods, and the basis for its calculation is an evaluation of the achievement of objectives defined for each Member of the Management Board, in an individual task sheet.
3. The objectives, the achievement of which determines the variable component of remuneration, include:
 - a) solidarity objectives,
 - b) individual objectives.
4. The total weighting of the objectives is 100%, with the weighting of each objective determined for each year by the Supervisory Board based on the recommendation of the Remuneration Committee of the Supervisory Board, considering the strategy, long-term interests and stability of the Company, as well as social interests, the Company's contribution to environmental protection, and taking measures aimed at preventing and eliminating the negative social effects of the Company's operations.
5. Solidarity objectives are common to all Members of the Management Board.
6. Individual objectives are related to the specific nature of the function performed in the Management Board by a Member of the Management Board.
7. Each goal has a minimum and maximum level of achievement.
8. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the yearly objectives for each Member of the Management Board based on:
 - a) the Company's business plans for a given period;
 - b) scope of responsibility of a given Member of the Management Board;
 - c) recommendations of the Member of the Management Board responsible for managing human resources in the Company;
 - d) recommendations of the President of the Management Board.
9. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the **annual** objectives for each Member of the Management Board.
10. The objectives of the Members of the Management Board for a given settlement period are communicated to each Member of the Management Board before the end of the 8th week of the relevant **year** at the latest.

11. Together with the objectives, the Members of the Management Board are provided with an algorithm allowing them to calculate the value of the variable remuneration component if appropriate values for **annual** objectives are assumed.
12. The evaluation of the achievement of objectives after the end of the year is carried out by the Supervisory Board based on:
 - a) data on the Company's business performance (the measure of achieving solidarity and individual quantitative objectives is objectively measurable data);
 - b) assessments made by the President of the Management Board with regard to the qualitative objectives of other Members of the Management Board;
 - c) assessments made by the Remuneration Committee of the Supervisory Board with regard to the qualitative objectives of President of the Management Board;
 - d) opinions of the Remuneration Committee of the Supervisory Board.
13. If objectives are assessed to have been achieved in 100%, the amount of the variable component of the remuneration is 50% of the base remuneration due for a given period under an employment contract. **The achievement of the set objectives below or above 100% entails a lower or higher amount of the variable remuneration.**

100% achievement of solidarity targets means that the Company has achieved its budget targets for the year. Each goal has a specified minimum level of achievement below which the bonus is not received. Each goal also has a specified maximum level of achievement above which the bonus does not increase. The maximum level of variable remuneration that Members of the Management Board may receive is 100% of annual base salary.
14. The process of evaluating the objectives and paying the variable remuneration component to Members of the Management Board is conducted at the end of the second month following the **end of the given year** which the assessment concerns, unless some data necessary for the evaluation of the objective implementation are only available later.
15. **A Member of the Management Board is entitled to receive advance payments on the variable remuneration component for a given period, on the terms specified in an employment contract or the Supervisory Board resolution.**
16. **In certain situations and within times defined in employment contracts and in relation to delegated Members in other appropriate documents, variable remuneration paid should be reimbursed in whole or in part after the payment to a given Member of the Management Board of the variable remuneration component in the amount corresponding to the degree of the implementation of the objectives by this Member. In particular, a Member of the Management Board is obliged to reimburse the amount of the advance payment on the variable remuneration component if objectives for the entire year are not fulfilled to a degree sufficient to obtain the variable remuneration component at least in the amount of the advance payment and also in some cases of material errors in the calculation of the variable remuneration components including those resulting from incorrect source data.**
17. In addition, a Member of the Management Board, apart from the variable remuneration component, may be granted the right to additional bonuses if the Company achieves a specific financial objective (with a result above the budget plan for the year).

The additional bonus is paid only if the set goal is achieved at 100%. If the achievement is less than 100%, the additional bonus is not paid. The decision to establish an additional bonus, and the conditions for obtaining it is made by the Supervisory Board at the request of the Remuneration Committee of the Supervisory Board. The additional bonus for the CEO can be a maximum of 40%, and for another Members of Management Board can be a maximum of 25% of annual base remuneration.

18. Information on the specific terms and levels of bonuses earned in a given year by Members of the Management Board is submitted to the General Meeting of Shareholders of Orange Polska S.A. in the annual remuneration report.

III. Benefits and allocation benefits

1. Members of the Management Board employed by the Company are entitled to the following benefits:
 - a) training and studies aimed at improving professional qualifications;
 - b) medical care package for Members of the Management Board and their family members (children, partners/spouses);
 - c) life insurance;
 - d) landline Internet at the place of residence, provided that Orange Polska S.A. telecommunications infrastructure permits it;
 - e) protection in the case of civil liability arising from the performance of the Member of the Management Board duties, including in the form of insurance protection;
 - f) other non-pecuniary benefits the Company's employees are entitled to in accordance with the internal regulations of Orange Polska S.A.

Members of the Management Board posted to Poland are entitled to all or some of the benefits listed above or benefits available according to regulations of the posting company provided that they are approved by the Supervisory Board. Members of the Management Board may be granted benefits in the form of invitations to sports, cultural, business events, etc.

2. Members of the Management Board who, at the time of their appointment to the Management Board of Orange Polska S.A., were employed in one of the foreign companies of the Orange SA group or remain employed by such a company and posted to Poland are entitled to benefits resulting from the Mobility Policy of the International Orange Group.
3. The scope and value of benefits resulting from the Mobility Policy of the International Orange Group are agreed individually with each Member of the Management Board and may include, among others, housing allowance, costs related to relocation and costs related to the stay of a Member of the Management Board as a foreigner in Poland, airline tickets for a Member of the Management Board and their immediate family members, a fixed annual allowance related to change of country of residence, the payment of social insurance and contribution to a complementary pension scheme in a country other than Poland, tax consultancy costs, school education costs for children of a Member of the Management Board, a one-off allowance for a Member of the Management Board to settle in Poland, any costs of hotel and travel of a Member of the Management Board before the date of employment in the Company, as well as other benefits resulting from the Mobility Policy of the International Orange Group.

4. Benefits are granted to members of the Management Board by the Supervisory Board after obtaining a recommendation of the Remuneration Committee and are defined in employment contracts with members of the Management Board employed by the Company or in a resolution of the Supervisory Board with respect to benefits offered to a Member of the Management Board posted to the Company.

IV. Long-term capital remuneration (above one year)

1. The achievement of long-term (above one year) objectives of the Company or Orange S.A. objectives may be linked to additional bonus programmes for Members of the Management Board.
2. The bonuses in the programmes referred to in section 1 take the form of shares, phantom shares or other instruments and include the settlement of business performance for periods of more than one year, or performance for shorter periods taking place more than one year from the implementation date of the programme, in particular, related to the average value of the market price of the Company's shares over a quarter or six-month period.
3. The additional gratification programmes are designed to activate the Members of Management Board toward the Company's long-term performance and development and to increase the market value of the Company's shares.
4. The payment of gratuities in the programmes depends on the market value of the Company's shares.
5. Participation in the programmes referred to in section 1 is voluntary and may require Members of the Management Board taking part in the programme to provide a contribution.
6. The terms of the programmes referred to in section 1 are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.
7. Information on the specific terms and levels of gratuities received in a given year by Members of the Management Board is submitted to the General Meeting of Shareholders of Orange Polska S.A. in the annual remuneration report.

V. Employee Pension Scheme

1. Members of the Management Board employed by the Company have the right to participate in the Employee Pension Scheme of Orange Polska S.A. ("EPS").
2. Participation in the EPS is voluntary and applies to Members of the Management Board after they have worked for at least 6 months in the Company under an employment contract.
3. For Members of the Management Board who joined the EPS, Orange Polska S.A. finances a monthly base premium in the amount of 7% of the gross remuneration amount, which constitutes the base for calculation of premium for pension and disability insurances.

VI. Employment Termination Benefits

1. All Members of the Management Board are obliged to refrain from engaging in competitive activities for 12 months after the termination of employment, and in return for refraining from competitive activities they are entitled to receive compensation in the amount of 6-month base remuneration.
2. Employment contracts with Members of the Management Board employed by the Company are terminated with a 6-month notice.
3. If the Company terminates an employment contract with a Member of the Management Board with notice, without notice under Article 53 of the Labour Code or by mutual agreement of the parties, as well as due to expiry of the term of the contract, the Member of the Management Board shall have the right to severance pay in the amount of 6 times the monthly base remuneration.
4. A notice period for termination of employment contract of a Member of the Management Board posted to Poland and an amount of severance pay are individually determined taking into account the labour law in the posting country but in each case they are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.

~~VII. — Jubilee Awards~~

~~Members of the Management Board employed by the Company have the right to the jubilee award long-term work as long as other employees of the Company are eligible to such awards in accordance with the provisions of the Collective Labour Agreement for Employees of Orange Polska S.A.~~

(B) Remuneration and other cash and non-cash benefits that may be granted to Members of the Supervisory Board

The remuneration of the Members of the Supervisory Board is determined by the General Meeting of Orange Polska S.A.

Members of the Supervisory Board are entitled to a fixed monthly remuneration regardless of the number of meetings held in a given month.

The General Meeting's resolution may make the amount of the remuneration of Members of the Supervisory Board subject to the level of remuneration in the national economy or in an appropriate sector, as well as differentiate the amount of the remuneration of Members of the Supervisory Board depending on functions they performed.

Within the Supervisory Board, there are two standing committees: Remuneration Committee and Audit Committee, and moreover the Supervisory Board may appoint other Committees and define their tasks at its own discretion. Members of each Committee should have knowledge and/or experience relevant to the purpose of the Committee and provide recommendations to the Supervisory Board and the Management Board of the Company. Members of the Supervisory Board are entitled to additional fixed remuneration for participating in the work of the Committees.

Members of the Supervisory Board who are employees of Orange S.A. 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 Board's work.

Members of the Supervisory Board may be covered by protection in the case of civil liability arising from the performance of Member of the Supervisory Board duties, including in the form of insurance protection.

Members of the Supervisory Board may be granted benefits in the form of invitations to sports, cultural, business events, etc.

Description of the Decision-Making Process Conducted to Establish, Implement and Review the Remuneration Policy

The Members of the Management Board of Orange Polska S.A. are responsible for the information included in the Remuneration Policy.

The content of the Remuneration Policy was proposed by the Management Board of Orange Polska S.A. by means of a resolution dated 19 March 2020. Then, following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board adopted a positive opinion on the content of the Remuneration Policy by means of the resolution dated 19 March 2020.

The Annual General Meeting of Orange Polska S.A., by means of resolution no. 30 dated 17 June 2020, adopted the Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A.

The content of the amended Remuneration Policy was proposed by the Management Board of Orange Polska S.A. by means of a resolution dated 20 July 2020. Then, following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board adopted a positive opinion on the content of the Remuneration Policy by means of the resolution dated 21 July 2020.

The Extraordinary General Meeting of Orange Polska S.A., by means of resolution no. 2 dated 27 August 2020, adopted the amended Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A. The change consisted of adding the possibility of employing a Member of the Management Board in another company in the Orange S.A. capital group and posting to the Company.

Following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board, by resolution dated May 23, 2023, requested the General Meeting to amend the wording of the Remuneration Policy. The Ordinary General Meeting of Orange Polska S.A. adopted the amended Remuneration Policy for the Management Board and Supervisory Board of Orange Polska S.A. by Resolution No. 39 of June 29, 2023. The amendment consisted of introducing the possibility for the Company to demand from the Board Members the return of the paid variable part of remuneration in certain situations.

In 2024, the Remuneration Committee of the Supervisory Board proposed further amendments to the Remuneration Policy consisting of (i) changing the period for setting bonus targets for Management Board Members from semi-annual to annual, (ii) determining the maximum level of bonuses for

Management Board Members, and (iii) removing provisions for jubilee awards. *The Supervisory Board, by resolution dated March 22, 2024, requested the General Meeting to amend the wording of the Remuneration Policy. The Ordinary General Meeting of Orange Polska S.A. adopted the amended Remuneration Policy for the Management Board and Supervisory Board of Orange Polska S.A. by Resolution no. [.....] of April 19, 2024.*

The Management Board of Orange Polska S.A. reviews the Remuneration Policy every year, taking into account the conclusions included in the annual report of the Supervisory Board on remuneration, the opinion of the expert auditor, and the resolution of the General Meeting that approved the remuneration report.

Adoption of a new remuneration policy or significant changes to the Remuneration Policy require a resolution of the Management Board of Orange Polska S.A., an opinion of the Supervisory Board preceded by a consultation within the Remuneration Committee of the Supervisory Board, and a resolution of the General Meeting of Orange Polska S.A.

A resolution on the Remuneration Policy is adopted at least once every four years. Any significant change in the remuneration policy requires its adoption, by means of a resolution, by the General Meeting.

Description of Measures Taken to Avoid Conflicts of Interest Related to the Remuneration Policy or to Manage Such Conflicts of Interest

The basic mechanisms aimed at avoiding conflicts of interest arise out of the provisions of the Code of Commercial Companies and the Act on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies.

Conditions of employment, including the amount of remuneration of Members of the Management Board, are determined by the Supervisory Board, and the amount of remuneration of the Members of the Supervisory Board is determined by the General Meeting. The Remuneration Policy is adopted by the General Meeting after considering a motion of the Management Board and an opinion of the Supervisory Board.

The above solution significantly limits the possibility of a conflict of interest related to the Remuneration Policy.

Notwithstanding the above, an important advisory role in determining the remuneration policy in Orange Polska is fulfilled by the Remuneration Committee of the Supervisory Board. The Committee's main task is to give recommendations to the Supervisory Board on appointing, achieving the objectives, as well as principles and amounts of remuneration for Members of the Management Board.

The market competitiveness of remuneration of Members of the Management Board is monitored by the Remuneration Committee of the Supervisory Board on the basis of studies of external experts carried out in order to ensure the remuneration objectivity.

The Company's process for determining the remuneration of Management Board and Supervisory Board members safeguards against conflicts of interest, as no member of the Management Board or Supervisory Board participates in the process of determining his or her own remuneration.

Attachment no. 3

*o the resolution no. 26/24
of Orange Polska S.A. Supervisory Board
dated 12 April 2024*

JUSTIFICATION

The changes proposed to the Remuneration Policy for Management Board and Supervisory Board Members include the following elements:

1. A change of the period for which objectives are set in short-term incentive schemes for members of the Management Board from semi-annual to annual basis. As a result the objectives will be better aligned with annual budget targets.
2. Minor amendments of clarifying nature of some of the clauses related to both short-term and long-term incentive schemes for Management Board members. These include a more detailed description of rules for setting the objectives, assessment process of realization of the objectives, calculation method of the bonuses as well as linking long-term incentive programs with market value of Orange Polska shares. These modifications result from identified needs of our minority shareholders who were pointing that some of the clauses were too general. Among others, the maximum level of variable remuneration of Management Board members was defined.
3. Cancellation of benefits resulting from jubilee awards as they were non-performance based benefits.
4. Other changes, mainly of language nature, which adjust the Policy to the above-mentioned elements and also improve transparency of the document.

We hope that the proposed changes will be helpful to our shareholders in better understanding of Management Board members remuneration rules and their alignment with Company's objectives and strategy.

Uchwała nr 26/24

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 12.04.2024 r.

podjęta w trybie obiegowym (passed by circulation)

w sprawie zmiany Polityki wynagradzania Członków Zarządu oraz Rady Nadzorczej

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

§ 1

Rada Nadzorcza postanawia wystąpić do Walnego Zgromadzenia z wnioskiem o przyjęcie zmienionej Polityki wynagrodzeń członków Zarządu i Rady Nadzorczej Orange Polska S.A., stanowiącej załącznik nr 1 do niniejszej uchwały.

§ 2

Projekt stosownej uchwały Walnego Zgromadzenia, stanowi załącznik nr 2 do niniejszej uchwały, a uzasadnienie załącznik nr 3.

§ 3

Traci moc uchwała Rady Nadzorczej nr 15/24 z dnia 22 marca 2024 r.

on amending of the Remuneration Policy for Members of the Management Board and Supervisory Board

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

§ 1

The Supervisory Board decides to apply to the General Meeting for adoption of the amended Remuneration Policy of the Orange Polska SA Management and the Supervisory Board members, which constitutes the attachment no. 1 to this resolution.

§ 2

Draft of the relevant resolution of the General Meeting constitute attachment no. 2 and the justification - attachment no. 3 to this resolution.

§ 3

The resolution No. 15/24 of the Supervisory Board of 22 March 2024 is repealed.

(English text of the resolution is the translation)

Za zgodność
(Attested for conformity)



Maciej Witucki

Przewodniczący Rady Nadzorczej
(Chairman of the Supervisory Board)

**Current report (9/2024),
Orange Polska S.A. – Warsaw, Poland
12 April 2024**

Pursuant to art. 19, clause 1, item 4 of the Decree of the Minister of Finance of 29 March 2018 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. (“Orange Polska”, “the Company”) hereby submits the content of the amendment to the draft of the resolution to be adopted on the Ordinary Annual General Meeting to be held on 19 April 2024.

With reference to the current report 6/2024 announcing drafts of resolutions to be discussed during the Annual General Meeting Orange Polska S.A. on 19 April 2024, hereby Orange Polska S.A. informs about the change in draft resolution on the adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. which was proposed by a shareholder Orange S.A. Simultaneously on 12 April 2024 Supervisory Board of Orange Polska S.A. adopted that change by way of a resolution.

The change refers exclusively to the last sentence in the point II.17 of the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

Version of the point II.17 before the change:

In addition, a Member of the Management Board, apart from the variable remuneration component, may be granted the right to additional bonuses if the Company achieves a specific financial objective (with a result above the budget plan for the year). The additional bonus is paid only if the set goal is achieved at 100%. If the achievement is less than 100%, the additional bonus is not paid. The decision to establish an additional bonus, and the conditions for obtaining it is made by the Supervisory Board at the request of the Remuneration Committee of the Supervisory Board. The additional bonus for the CEO can be a maximum of 40%, and for another Members of Management Board can be a maximum of 10% of annual base remuneration.

Version of the point II.17 after the change:

In addition, a Member of the Management Board, apart from the variable remuneration component, may be granted the right to additional bonuses if the Company achieves a specific financial objective (with a result above the budget plan for the year). The additional bonus is paid only if the set goal is achieved at 100%. If the achievement is less than 100%, the additional bonus is not paid. The decision to establish an additional bonus, and the conditions for obtaining it is made by the Supervisory Board at the request of the Remuneration Committee of the Supervisory Board. The additional bonus for the CEO can be a maximum of 40%, and for another Members of Management Board can be a maximum of 25% of annual base remuneration.

Remuneration Policy

for Members of the Management Board and Supervisory Board of

Orange Polska S.A.

This remuneration policy for Members of the Management Board and the Supervisory Board of Orange Polska S.A. (the "Remuneration Policy") supports the implementation of the Company's strategy and the protection of its long-term interests by shaping market-competitive salaries conducive to employment stability in key positions.

In this Remuneration Policy, the notion of Members of the Management Board means both the President of the Management Board and other members of the Management Board, and the notion of Members of the Supervisory Board means both the Chairman of the Supervisory Board and other members of the Supervisory Board, in both cases regardless of functions performed thereby.

In the case of Members of the Management Board, significant components of remuneration depend on the achievement of both short-term and long-term objectives of the Company. The adopted model focuses on and strengthens the involvement of Members of the Management Board in the implementation of the Company's strategy.

In order to maintain both consistency and competitiveness of remuneration, the market competitiveness of the salaries for Members of the Management Board and other employees is monitored using independent market surveys. The working conditions and salary of the Company's employees reporting to a given Member of the Management Board and the scope of tasks performed by these employees are taken into account when determining the remuneration of Members of the Management Board. These are also taken into account when determining the targets which the variable remuneration component depends on. Some of the objectives used to determine payment of the variable remuneration component may be similar or identical for both Members of the Management Board and employees holding key positions in the Company.

Regarding Members of the Management Board employed directly by the Company (e.g. contribution in the employee pension scheme, some nonmonetary benefits), some of the remuneration elements to which they are entitled are granted based on internal regulations which are also applicable to the Company's employees other than Members of the Management Board. As a result, these employees' salaries and working conditions have been taken into account in the determination of the remuneration principles specified in this Remuneration Policy.

Members of the Management Board are appointed by the Supervisory Board and the term of office of each Member of the Management Board lasts three years. For the duration of their term of office, contracts of employment are concluded with Members of the Management Board employed directly by the Company. Some Members of the Management Board may be employed in another company of the Orange SA group (a parent company of Orange Polska S.A.) and posted to Orange Polska S.A. in order to perform the function of a Member of the Management Board.

Members of the Supervisory Board are appointed and dismissed by the General Meeting, and the term of Members of the Supervisory Board lasts three years, with the restriction that if the mandate of a Member of the Supervisory Board expires for reasons other than expiry of their term of office or dismissal from the position of a Member of the Supervisory Board, the remaining Members of the Supervisory Board may appoint a new member of the Supervisory Board by a two-thirds majority of votes cast. The mandate of the appointed Member of the Supervisory Board expires on the date of the next General Meeting, held no earlier than 5 weeks after the appointment. The number of Members of the Supervisory Board so appointed may not exceed 3 persons.

No contracts related to their functions in the Supervisory Board are concluded with Members of the Supervisory Board.

(A) Remuneration and other cash and non-cash benefits that may be granted to Members of the Management Board consist of:

1. base salary;

2. benefits from short-term incentive programs (STI) - performance-based bonus;
3. benefits and allocation benefits;
4. benefits from long-term incentive programs (LTI);
5. base premium for participation in the employee pension scheme;
6. employment termination benefits;
7. other benefits arising out of the provisions of labour law or internal regulations of Orange Polska S.A.

The Remuneration Policy prohibits discrimination of Members of the Management Board due to: sex, age, disability, race, religion, nationality, political beliefs, trade union membership, ethnic origin and sexual orientation.

I. Base salary

1. The individual base remuneration of a Member of the Management Board takes into account:
 - a) recruitment negotiations with candidates applying for appointment to the Management Board,
 - b) change of the remuneration during the term of office for a Member of the Management Board depending on the current evaluation of work.
2. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the amount of remuneration for each Member of the Management Board based on the following premises:
 - a) scope of responsibilities and complexity specific to the position;
 - b) individual contributions of Members of the Management Board to the implementation of the Company's strategy;
 - c) market competitiveness of the remuneration;
 - d) recommendations of the Member of the Management Board responsible for managing human resources in the Company (does not apply to the remuneration of the Member of the Management Board responsible for managing human resources in the Company);
 - e) recommendations of the President of the Management Board (does not apply to the remuneration of the President of the Management Board).
3. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the base remuneration for each Member of the Management Board.

II. Benefits from short-term incentive programs (STI) - performance-based bonus

1. Each of the Members of the Management Board is entitled to a variable remuneration (bonus) dependent on their performance (achievement of objectives).
2. The variable part of remuneration is determined in annual settlement periods, and the basis for its calculation is an evaluation of the achievement of objectives defined for each Member of the Management Board, in an individual task sheet.
3. The objectives, the achievement of which determines the variable component of remuneration, include:
 - a) solidarity objectives,
 - b) individual objectives.
4. The total weighting of the objectives is 100%, with the weighting of each objective determined for each year by the Supervisory Board based on the recommendation of the Remuneration Committee of the Supervisory Board, considering the strategy, long-

term interests and stability of the Company, as well as social interests, the Company's contribution to environmental protection, and taking measures aimed at preventing and eliminating the negative social effects of the Company's operations.

5. Solidarity objectives are common to all Members of the Management Board.
6. Individual objectives are related to the specific nature of the function performed in the Management Board by a Member of the Management Board.
7. Each goal has a minimum and maximum level of achievement.
8. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the yearly objectives for each Member of the Management Board based on:
 - a) the Company's business plans for a given period;
 - b) scope of responsibility of a given Member of the Management Board;
 - c) recommendations of the Member of the Management Board responsible for managing human resources in the Company;
 - d) recommendations of the President of the Management Board.
9. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the annual objectives for each Member of the Management Board.
10. The objectives of the Members of the Management Board for a given settlement period are communicated to each Member of the Management Board before the end of the 8th week of the relevant year at the latest.
11. Together with the objectives, the Members of the Management Board are provided with an algorithm allowing them to calculate the value of the variable remuneration component if appropriate values for annual objectives are assumed.
12. The evaluation of the achievement of objectives after the end of the year is carried out by the Supervisory Board based on:
 - a) data on the Company's business performance (the measure of achieving solidarity and individual quantitative objectives is objectively measurable data);
 - b) assessments made by the President of the Management Board with regard to the qualitative objectives of other Members of the Management Board;
 - c) assessments made by the Remuneration Committee of the Supervisory Board with regard to the qualitative objectives of President of the Management Board;
 - d) opinions of the Remuneration Committee of the Supervisory Board.
13. If objectives are assessed to have been achieved in 100%, the amount of the variable component of the remuneration is 50% of the base remuneration due for a given period under an employment contract. The achievement of the set objectives below or above 100% entails a lower or higher amount of the variable remuneration.

100% achievement of solidarity targets means that the Company has achieved its budget targets for the year. Each goal has a specified minimum level of achievement below which the bonus is not received. Each goal also has a specified maximum level of achievement above which the bonus does not increase. The maximum level of variable remuneration that Members of the Management Board may receive is 100% of annual base salary.
14. The process of evaluating the objectives and paying the variable remuneration component to Members of the Management Board is conducted at the end of the second month following the end of the given year which the assessment concerns, unless some data necessary for the evaluation of the objective implementation are only available later.
15. A Member of the Management Board is entitled to receive advance payments on the variable remuneration component for a given period, on the terms specified in an employment contract or the Supervisory Board resolution.

16. In certain situations and within times defined in employment contracts and in relation to delegated Members in other appropriate documents, variable remuneration paid should be reimbursed in whole or in part after the payment to a given Member of the Management Board of the variable remuneration component in the amount corresponding to the degree of the implementation of the objectives by this Member. In particular, a Member of the Management Board is obliged to reimburse the amount of the advance payment on the variable remuneration component if objectives for the entire year are not fulfilled to a degree sufficient to obtain the variable remuneration component at least in the amount of the advance payment and also in some cases of material errors in the calculation of the variable remuneration components including those resulting from incorrect source data.
17. In addition, a Member of the Management Board, apart from the variable remuneration component, may be granted the right to additional bonuses if the Company achieves a specific financial objective (with a result above the budget plan for the year). The additional bonus is paid only if the set goal is achieved at 100%. If the achievement is less than 100%, the additional bonus is not paid. The decision to establish an additional bonus, and the conditions for obtaining it is made by the Supervisory Board at the request of the Remuneration Committee of the Supervisory Board. The additional bonus for the CEO can be a maximum of 40%, and for another Members of Management Board can be a maximum of 25% of annual base remuneration.
18. Information on the specific terms and levels of bonuses earned in a given year by Members of the Management Board is submitted to the General Meeting of Shareholders of Orange Polska S.A. in the annual remuneration report.

III. Benefits and allocation benefits

1. Members of the Management Board employed by the Company are entitled to the following benefits:
 - a) training and studies aimed at improving professional qualifications;
 - b) medical care package for Members of the Management Board and their family members (children, partners/spouses);
 - c) life insurance;
 - d) landline Internet at the place of residence, provided that Orange Polska S.A. telecommunications infrastructure permits it;
 - e) protection in the case of civil liability arising from the performance of the Member of the Management Board duties, including in the form of insurance protection;
 - f) other non-pecuniary benefits the Company's employees are entitled to in accordance with the internal regulations of Orange Polska S.A.

Members of the Management Board posted to Poland are entitled to all or some of the benefits listed above or benefits available according to regulations of the posting company provided that they are approved by the Supervisory Board. Members of the Management Board may be granted benefits in the form of invitations to sports, cultural, business events, etc.

2. Members of the Management Board who, at the time of their appointment to the Management Board of Orange Polska S.A., were employed in one of the foreign companies of the Orange SA group or remain employed by such a company and posted to Poland are entitled to benefits resulting from the Mobility Policy of the International Orange Group.
3. The scope and value of benefits resulting from the Mobility Policy of the International Orange Group are agreed individually with each Member of the Management Board and may include, among others, housing allowance, costs related to relocation and costs related to the stay of a Member of the Management Board as a foreigner in Poland, airline tickets for a Member of the Management Board and their immediate family members, a fixed annual allowance related to change of country of residence, the payment of social insurance and contribution to a complementary pension scheme in a country other than Poland, tax consultancy costs,

school education costs for children of a Member of the Management Board, a one-off allowance for a Member of the Management Board to settle in Poland, any costs of hotel and travel of a Member of the Management Board before the date of employment in the Company, as well as other benefits resulting from the Mobility Policy of the International Orange Group.

4. Benefits are granted to members of the Management Board by the Supervisory Board after obtaining a recommendation of the Remuneration Committee and are defined in employment contracts with members of the Management Board employed by the Company or in a resolution of the Supervisory Board with respect to benefits offered to a Member of the Management Board posted to the Company.

IV. Long-term capital remuneration (above one year)

1. The achievement of long-term (above one year) objectives of the Company or Orange S.A. objectives may be linked to additional bonus programmes for Members of the Management Board.
2. The bonuses in the programmes referred to in section 1 take the form of shares, phantom shares or other instruments and include the settlement of business performance for periods of more than one year, or performance for shorter periods taking place more than one year from the implementation date of the programme, in particular, related to the average value of the market price of the Company's shares over a quarter or six-month period.
3. The additional gratification programmes are designed to activate the Members of Management Board toward the Company's long-term performance and development and to increase the market value of the Company's shares.
4. The payment of gratuities in the programmes depends on the market value of the Company's shares.
5. Participation in the programmes referred to in section 1 is voluntary and may require Members of the Management Board taking part in the programme to provide a contribution.
6. The terms of the programmes referred to in section 1 are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.
7. Information on the specific terms and levels of gratuities received in a given year by Members of the Management Board is submitted to the General Meeting of Shareholders of Orange Polska S.A. in the annual remuneration report.

V. Employee Pension Scheme

1. Members of the Management Board employed by the Company have the right to participate in the Employee Pension Scheme of Orange Polska S.A. ("EPS").
2. Participation in the EPS is voluntary and applies to Members of the Management Board after they have worked for at least 6 months in the Company under an employment contract.
3. For Members of the Management Board who joined the EPS, Orange Polska S.A. finances a monthly base premium in the amount of 7% of the gross remuneration amount, which constitutes the base for calculation of premium for pension and disability insurances.

VI. Employment Termination Benefits

1. All Members of the Management Board are obliged to refrain from engaging in competitive activities for 12 months after the termination of employment, and in return for refraining from competitive activities they are entitled to receive compensation in the amount of 6-month base remuneration.
2. Employment contracts with Members of the Management Board employed by the Company are terminated with a 6-month notice.
3. If the Company terminates an employment contract with a Member of the Management Board with notice, without notice under Article 53 of the Labour Code or by mutual agreement of

the parties, as well as due to expiry of the term of the contract, the Member of the Management Board shall have the right to severance pay in the amount of 6 times the monthly base remuneration.

4. A notice period for termination of employment contract of a Member of the Management Board posted to Poland and an amount of severance pay are individually determined taking into account the labour law in the posting country but in each case they are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.

(B) Remuneration and other cash and non-cash benefits that may be granted to Members of the Supervisory Board

The remuneration of the Members of the Supervisory Board is determined by the General Meeting of Orange Polska S.A.

Members of the Supervisory Board are entitled to a fixed monthly remuneration regardless of the number of meetings held in a given month.

The General Meeting's resolution may make the amount of the remuneration of Members of the Supervisory Board subject to the level of remuneration in the national economy or in an appropriate sector, as well as differentiate the amount of the remuneration of Members of the Supervisory Board depending on functions they performed.

Within the Supervisory Board, there are two standing committees: Remuneration Committee and Audit Committee, and moreover the Supervisory Board may appoint other Committees and define their tasks at its own discretion. Members of each Committee should have knowledge and/or experience relevant to the purpose of the Committee and provide recommendations to the Supervisory Board and the Management Board of the Company. Members of the Supervisory Board are entitled to additional fixed remuneration for participating in the work of the Committees.

Members of the Supervisory Board who are employees of Orange S.A. 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 Board's work.

Members of the Supervisory Board may be covered by protection in the case of civil liability arising from the performance of Member of the Supervisory Board duties, including in the form of insurance protection.

Members of the Supervisory Board may be granted benefits in the form of invitations to sports, cultural, business events, etc.

Description of the Decision-Making Process Conducted to Establish, Implement and Review the Remuneration Policy

The Members of the Management Board of Orange Polska S.A. are responsible for the information included in the Remuneration Policy.

The content of the Remuneration Policy was proposed by the Management Board of Orange Polska S.A. by means of a resolution dated 19 March 2020. Then, following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board adopted a positive opinion on the content of the Remuneration Policy by means of the resolution dated 19 March 2020.

The Annual General Meeting of Orange Polska S.A., by means of resolution no. 30 dated 17 June 2020, adopted the Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A.

The content of the amended Remuneration Policy was proposed by the Management Board of Orange Polska S.A. by means of a resolution dated 20 July 2020. Then, following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board adopted a positive opinion on the content of the Remuneration Policy by means of the resolution dated 21 July 2020.

The Extraordinary General Meeting of Orange Polska S.A., by means of resolution no. 2 dated 27 August 2020, adopted the amended Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A. The change consisted of adding the possibility of employing a Member of the Management Board in another company in the Orange S.A. capital group and posting to the Company.

Following a discussion by the Remuneration Committee of the Supervisory Board, the Supervisory Board, by resolution dated 23 May 2023, requested the General Meeting to amend the wording of the Remuneration Policy. The Ordinary General Meeting of Orange Polska S.A. adopted the amended Remuneration Policy for the Management Board and Supervisory Board of Orange Polska S.A. by Resolution No. 39 of 29 June 2023. The amendment consisted of introducing the possibility for the Company to demand from the Board Members the return of the paid variable part of remuneration in certain situations.

In 2024, the Remuneration Committee of the Supervisory Board proposed further amendments to the Remuneration Policy consisting of (i) changing the period for setting bonus targets for Management Board Members from semi-annual to annual, (ii) determining the maximum level of bonuses for Management Board Members, and (iii) removing provisions for jubilee awards. The Supervisory Board, by resolution dated 22 March 2024, requested the General Meeting to amend the wording of the Remuneration Policy. The Ordinary General Meeting of Orange Polska S.A. adopted the amended Remuneration Policy for the Management Board and Supervisory Board of Orange Polska S.A. by Resolution no. [...] of 19 April 2024.

The Management Board of Orange Polska S.A. reviews the Remuneration Policy every year, taking into account the conclusions included in the annual report of the Supervisory Board on remuneration, the opinion of the expert auditor, and the resolution of the General Meeting that approved the remuneration report.

Adoption of a new remuneration policy or significant changes to the Remuneration Policy require a resolution of the Management Board of Orange Polska S.A., an opinion of the Supervisory Board preceded by a consultation within the Remuneration Committee of the Supervisory Board, and a resolution of the General Meeting of Orange Polska S.A.

A resolution on the Remuneration Policy is adopted at least once every four years. Any significant change in the remuneration policy requires its adoption, by means of a resolution, by the General Meeting.

Description of Measures Taken to Avoid Conflicts of Interest Related to the Remuneration Policy or to Manage Such Conflicts of Interest

The basic mechanisms aimed at avoiding conflicts of interest arise out of the provisions of the Code of Commercial Companies and the Act on Public Offering and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies.

Conditions of employment, including the amount of remuneration of Members of the Management Board, are determined by the Supervisory Board, and the amount of remuneration of the Members of the Supervisory Board is determined by the General Meeting. The Remuneration Policy is adopted by the General Meeting after considering a motion of the Management Board and an opinion of the Supervisory Board.

The above solution significantly limits the possibility of a conflict of interest related to the Remuneration Policy.

Notwithstanding the above, an important advisory role in determining the remuneration policy in Orange Polska is fulfilled by the Remuneration Committee of the Supervisory Board. The Committee's main task is to give recommendations to the Supervisory Board on appointing, achieving the objectives, as well as principles and amounts of remuneration for Members of the Management Board.

The market competitiveness of remuneration of Members of the Management Board is monitored by the Remuneration Committee of the Supervisory Board on the basis of studies of external experts carried out in order to ensure the remuneration objectivity.

The Company's process for determining the remuneration of Management Board and Supervisory Board members safeguards against conflicts of interest, as no member of the Management Board or Supervisory Board participates in the process of determining his or her own remuneration.

*Attachment no. 2
to the resolution no. 26/24
of Orange Polska S.A. Supervisory Board
dated 12 April 2024*

Resolution No.

of the Annual General Meeting

of Orange Polska S.A. with its registered office in Warsaw

on the adoption of the amended Remuneration Policy

**for Members of the Management Board and Supervisory
Board of Orange Polska S.A.**

§ 1

The Annual General Meeting of Orange Polska S.A. adopts the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A., which constitutes attachment to this resolution.

§ 2

Resolution no. 39 of the Annual General Meeting of Orange Polska S.A. dated 29 June 2023 on the adoption of the amended Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. is hereby repealed.

point 8.

of the meeting agenda

Changes in the Supervisory Board's composition

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
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.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
on appointment of a Supervisory Board member***

§ 1

Philippe Béguin is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
on appointment of a Supervisory Board member***

§ 1

Bénédicte Anne Françoise David is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
on appointment of a Supervisory Board member***

§ 1

Marie-Noëlle Jégo-Laveissière is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
on appointment of a Supervisory Board member***

§ 1

Maria Paśło-Wiśniewska is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
on appointment of a Supervisory Board member***

§ 1

Jean-Marc Vignolles is appointed to 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 19 April 2024

In consideration of the fact that the mandates of five 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 19 April 2024, Orange S.A. has informed Orange Polska S.A. that at that Annual General Meeting this shareholder proposed the following candidates for Members of the Supervisory Board of Orange Polska S.A.:

- **Philippe Béguin**
- **Bénédicte David**
- **Mari-Noëlle Jégo-Laveissière**
- **Maria Paśło-Wiśniewska - independent member**
- **Jean-Marc Vignolles**

Orange SA informed also that it intends to preserve 5 independent members of the Orange Polska Supervisory Board, but due to extraordinary reasons (death of one of the independent members in February), recruitment is underway. Orange S.A. wants to announce a new independent candidate before the AGM to put it to a vote.

Resume of the candidates:

Philippe Béguin (born in 1970) is Senior Vice President Group regulatory affairs at Orange since 1 January 2021.

He started his career in 1997 as project manager for the deployment of Internet networks within France Telecom – Orange. He then managed the Information System department for IP and ATM networks.

He then joined the wholesale division where he was first Marketing Director, and became Director of THD networks, in charge of defining and marketing Orange's wholesale FttH offers and managing Orange's public initiative networks.

In 2017, he joined the Regulatory Affairs Department in charge of regulation in France.

Philippe Béguin is a graduate from Ecole Normale Supérieure and Ecole Nationale Supérieure des Télécommunications.

Member of the Orange Polska Supervisory Board since June 2021.

Bénédicte David (born in 1964) since October 2020, she works in Orange Wholesale and International Network division in charge of wholesale line of business for all international Orange Affiliates in Europe (except Orange France) and Middle East & Africa. Member of the Supervisory Board, Member of the Strategy and Remuneration Committees.

She joined the Orange Group in September 1989 and dedicated her entire career in accompanying the key evolutions of the company. She occupied multiple senior management positions at Orange France, then in Orange Group Innovation division, including the launch of Innovation Centers dedicated to Middle East & Africa Orange affiliates. She then moved up in 2015 to Orange Middle East & Africa zone (OMEA) as Head of Strategy & Customer experience, and then in September 2016, as Head of the West and Central Africa Zone in charge of 6 OMEA affiliates, a position that led her to become Board members of all these affiliates as well as Chairman of the Board of Orange Cameroun and Orange Central African Republic.

She graduated from the French school « Ecole Normale Supérieure – ENS » (Paris) with a specialization in Physics.

She also holds a Master's degree in telecommunications at ParisTech College (Paris) as well as an executive certificate in business management at CEDEP executive management school (Fontainebleau, France).

Member of the Orange Polska Supervisory Board since June 2021.

Mari-Noëlle Jégo-Laveissière (born in 1968) holds the position of Executive Vice President and CEO of Orange Europe since September 1st 2020.

She joined the Orange Group Executive Committee in 2014, as Deputy CEO in charge of Technology and Global Innovation.

She held various executive positions in the Group since she joined the France Telecom Group in 1996: Senior Vice President of International & Backbone Network Factory, Senior Vice President for Research and Development, Vice President for the Home Marketing Division of Orange France, Head of the French Region, where she was in charge of technical & commercial entities for mass markets and business clients.

Mari-Noëlle obtained an engineering degree from Ecole des Mines de Paris. She is a post-graduate in quantum chemistry with a doctor's degree from the University of Paris XI-Waterloo University and Ecole Normale Supérieure. She is a Board Member of Valeo, a member of the Médecins du Monde Foundation and President of the School Council of Telecom ParisTech.

Member of the Orange Polska Supervisory Board since October 20, 2020.

Deputy Chairwoman of the Supervisory Board since February 14, 2023.

Maria Pasło-Wiśniewska (born 1959), Ph.D. in sociology, economist, graduated from the University of Economics in Poznan and the Kellogg School of Management at the Northwestern University in Chicago. She started her professional career at Narodowy Bank Polski (the Polish National Bank). Between 1988 and 1996 she worked at Wielkopolski Bank Kredytowy in Poznan reaching the position of Vice-President of the Management Board. In 1997, she was the President of the Management Board of TFI SKARBIEC (the SKARBIEC Mutual Fund). As the President of the Management Board of Pekao SA in 1998-2003, Maria Pasło-Wiśniewska conducted the merger of four banks of the Pekao Group, followed by privatization and restructuring (as a result of the transformation Pekao SA became the largest – in terms of accumulated capital – and one of the most efficient banks in Central and Eastern Europe). Between 2008 and 2012 she was the President of the Management Board of the Corporation

of European Pharmaceutical Distributors NV in Amsterdam, a company to become Europe's fourth largest in terms of the number of managed pharmacies.

She also served a number of other functions including the chairmanship of supervisory boards of Allianz Bank Poland SA (2008-2011) and DOZ SA – a company managing a network of over 2,000 pharmacies in Poland (2008-2012), as well as non-executive Board membership at UAB NFG – pharmaceutical distributor in Lithuania (2010-2012). In 2005-2007 she was a member of the Sejm (the lower house of the Polish Parliament).

She is a member of the Programme Board of the Institute of Public Affairs, the Chairman of the Advisory Council of the Lewiatan Confederation, the largest organisation of private employers in Poland and Vice President of the Management Board of the “Artes Liberales” Institute which operates at the University of Warsaw. She lectures leadership sociology at the University of Warsaw.

Researcher and lecturer at the Faculty of Artes Liberales at the University of Warsaw.

Member of the Orange Polska Supervisory Board since April 9, 2015.

Jean-Marc Vignolles (born in 1953) was appointed Chief Operating Officer for Europe, as from May 2018 and was a Member of Orange Group Management Committee until his retirement in July 2021. He has been a member of Orange Belgium Board of Directors since July 2018.

In March 2016, Jean-Marc Vignolles was appointed Deputy General Manager and Chief Operating Officer (COO) of Orange Middle East and Africa (OMEA) Holding company, monitoring the operational performance of Orange subsidiaries within the MEA region. He has been Member of the Board of Directors of several companies of Orange Group in various countries in Europe, Middle East and Africa.

From 2007 to 2015, Jean-Marc Vignolles was Chief Executive Officer of Orange Spain, which, under his leadership and following the acquisition of Jazztel in 2015, grew to number two position on the Spanish market. Prior to that, he was the COO (2001-2004) and CEO (2004-2007) of PTK Centertel sp. z o.o. as well as member of the Management Board of Telekomunikacja Polska S.A. (2004-2007) – presently both operating under a name Orange Polska S.A.

Beginning 1983, Jean-Marc Vignolles worked at France Telecom, occupying various key, upper-level positions, including Vice President for Central and Eastern Europe in the International Development Division (1994-2000), Key Account Manager in the France Telecom Key Account Division (1990-1994), and Head of Department in the IT Division (1983-1990).

Mr. Vignolles received his Agrégation d'anglais certification in 1977 and graduated from Institut d'Etudes Politiques (Paris) in 1976 and from Ecole Normale Supérieure in 1973.

Member of the Orange Polska Supervisory Board since April 20, 2018.

**Current report (8/2024),
Orange Polska S.A. – Warsaw, Poland
11 April 2024**

Pursuant to art. 19, clause 1, item 4 of the Decree of the Minister of Finance of 29 March 2018 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. (“Orange Polska”, “the Company”) submits draft of the resolution to be adopted on the Ordinary Annual General Meeting to be held on 19 April 2024.

With reference to the current report 6/2024 introducing candidates to the Supervisory Board of Orange Polska S.A. to be discussed during the Annual General Meeting on 19 April 2024, hereby shareholder Orange S.A. proposes Adam Uszpolewicz as a candidate for independent Supervisory Board member. As explained in the above-mentioned current report late announcement of new independent candidate is related to extraordinary circumstance (death of one of the independent members in February) and time necessary for recruitment of a new candidate.

Resume of Adam Uszpolewicz:

Adam Uszpolewicz (born 1964) is senior executive with over 30 years of experience in financial markets including insurance, asset management, banking, and consulting services, both in Poland and internationally. He has held CEO roles for over 20 years. He sat in supervisory boards of various insurance and investment companies, among other things, in Poland, Luxembourg, France, Turkey and Lithuania.

His professional career began at Price Waterhouse, where he provided audit and management consulting services to international financial institutions in Poland and the UK. Subsequently, he served as Business Development Director at GE Capital, overseeing M&A activities in Central and Eastern Europe.

From 1999 to 2006 he worked for insurance group Nationwide as its CEO in Poland and later as head of the European business for numerous markets.

From 2007 to 2022, he worked for Aviva in Poland, UK and Singapore. Initially, he served as Aviva Poland's CEO from 2007 to 2008. Subsequently, from 2009 to 2013, he worked within Aviva's international structures, where his responsibilities included business development and marketing in European and Asian markets. In 2013, he was reappointed as CEO of Aviva Poland.

He graduated from the University of Copenhagen and holds an ACCA certificate. He is a Member of the Business Council at the British Chambers of Commerce. Currently he serves as an advisor at the British Polish Chamber of Commerce, sits in the Supervisory Board of the WWF Poland Foundation and holds the position of Chairman of the Audit Committee of the Supervisory Board at largest Polish insurer PZU S.A.

- Draft –

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 19 April 2024
on appointment of a Supervisory Board member***

§ 1

Adam Uszpolewicz is appointed to the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.