

LSE - Current report 12/2015
Orange Polska S.A.
12 March 2015

Pursuant to art. 38, clause 1, item 3 of the Decree of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognising as equivalent information required by the laws of a non-member state (Journal of Laws of 2009 No. 33, item 259, with amendments) the Management Board of Orange Polska S.A. ("Orange Polska", "Company") submits drafts of the resolutions to be adopted on the Ordinary Annual General Meeting to be held on April 9, 2015.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on nomination of the Chairman of the Annual General Meeting

§ 1

The General Meeting nominates Mr/s. as the Chairmen of the Annual General Meeting.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on approval of the meeting agenda

§ 1

The General Meeting approves the meeting agenda outlined in the notification on summoning the Annual General Meeting with text as follows:

Agenda:

- 1) Opening of the Assembly;
- 2) Election of the Chairman;
- 3) Statement that the Assembly is valid and capable to adopt resolutions;
- 4) Adoption of the agenda;
- 5) Election of the Scrutiny Commission;
- 6) Review of:
 - a) the Management Board Report on the Orange Polska S.A. operations and the Company Financial Statements for the financial year 2014,
 - b) the Management Board's motion concerning distribution of the Orange Polska S.A. profit for the financial year 2014 and use of part of the financial means from the supplementary capital for distribution of the dividend,
 - c) the Supervisory Board Report on assessment of the Management Board Report on the Orange Polska S.A. operations, the Financial Statements for the financial year 2014 and the Management Board motion on distribution of the Company's profit,
 - d) the Management Board Report on the operations of the Orange Polska Group and the consolidated Financial Statements for the financial year 2014,
 - e) the Supervisory Board Report on assessment of the Management Board Report on the operations of the Orange Polska Group and the consolidated Financial Statements for the financial year 2014,
 - f) report on the Supervisory Board's activities and concise assessment of the Company's in 2014.

- 7) Adoption of the following resolutions:
 - a) approval of the Management Board Report on the Orange Polska S.A. activity in the financial year 2014,
 - b) approval of the Orange Polska S.A. Financial Statements for the financial year 2014,
 - c) distribution of the Orange Polska S.A. profit for the financial year 2014 and use of part of the financial means from the supplementary capital for distribution of the dividend,
 - d) approval of the Management Board Report on the operations of Orange Polska Group in the financial year 2014,
 - e) approval of the consolidated Financial Statements for the financial year 2014, and
 - f) granting approval of performance of their duties as members of Orange Polska S.A governing bodies in the financial year 2014,
- 8) Adoption of the resolution on rules of remuneration for the members of the Supervisory Board,
- 9) Adoption of the resolution on amendment of the Regulations of the General Assembly,
- 10) Changes in the Supervisory Board's composition,
- 11) Closing of the Assembly.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on nomination
..... to Scrutiny Commission.

§ 1

The General Meeting nominates Mr/s. to the Scrutiny Commission.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on approval of
the Management Board's report on the Orange Polska S.A. Company's activity in 2014

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

§ 1

The General Meeting approves the Management Board's report on the Orange Polska S.A. Company's activity in 2014.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on approval of the Orange Polska S.A. Company's IFRS financial statements for 2014

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

§ 1

The General Meeting approves the Orange Polska S.A. Company's IFRS financial statements for 2014 that include:

- 1) balance sheet as at 31.12.2014, with the balance sheet total of PLN 23 986 million (in words: PLN twenty three billion nine hundred eighty six million),
- 2) profit and loss account for 2014 showing a net profit of PLN 567 million (in words: PLN five hundred sixty seven million),
- 3) change in equity for 2014 showing a decrease in equity by PLN 195 million (in words: PLN one hundred ninety five million),
- 4) cash flow account showing an increase in net cash and cash equivalents by PLN 32 million (in words: PLN thirty two million),
- 5) notes to the financial statement.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on distribution of Orange Polska S.A. Company's profit for 2014 and use of part of the financial means from the supplementary capital for distribution of the dividend

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

§ 1

The net profit for the year 2014 of PLN 567 260 891,17 (in words: PLN five hundred and sixty seven million two hundred and sixty thousand eight hundred and ninety one 17/100) shall be distributed in the following way:

- 1) for a dividend – PLN 555 915 673,35 (in words: PLN five hundred and fifty five million nine hundred and fifteen thousand six hundred and seventy three 35/100),
- 2) to the reserve capital – PLN 11 345 217,82 (in words: PLN eleven million three hundred and forty five thousand two hundred and seventeen 82/100).

§ 2

1. The amount of dividend shall be PLN 0,50 (in words: fifty groszy) for each entitled share. For this purpose, part of the funds from the supplementary capital in the amount of PLN 100 263 066,15 (in words: PLN one hundred million two hundred and sixty three thousand sixty six 15/100) representing the difference between the product of the amount of PLN 0,50 and number of shares entitled to dividend at the Dividend Day and the amount of part of the net profit for the year 2014, referred to in § 1 item 1) shall be allocated and distributed for the dividend.
2. Total amount for distribution of the dividend shall be PLN 656 178 739,50 (in words: PLN six hundred and fifty six million one hundred and seventy eight thousand seven hundred and thirty nine 50/100).

§ 3

Persons being the Company's shareholders on 25.06.2015 (the Dividend Day) shall be entitled to the dividend.

§ 4

The dividend shall be paid on 09.07.2015.

§ 5

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on approval of the Management Board report on the activity of Orange Polska Group in the financial year 2014

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 General Meeting approves the Management Board report on the activity of Orange Polska Group in the financial year 2014.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on approval of the IFRS consolidated financial statements for 2014

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 General Meeting approves the IFRS consolidated financial statements for 2014, that include:

- 1) consolidated balance sheet as at 31.12.2014, showing the balance sheet total of PLN 22 104 million (in words: PLN twenty two billion one hundred four million),
- 2) consolidated profit and loss account for 2014 showing consolidated a net profit after taxation of PLN 535 million (in words: PLN five hundred thirty five million), including a net profit attributable to equity holders of Orange Polska S.A. of PLN 535 million (in words: PLN five hundred thirty five million),
- 3) changes in total consolidated equity for 2014 showing a decrease in total consolidated equity by PLN 233 million (in words: PLN two hundred thirty three million), including a decrease of equity attributable to equity holders of Orange Polska S.A. by PLN 233 million (in words: PLN two hundred thirty three million),
- 4) consolidated cash flow statement showing an increase in net cash and cash equivalents by PLN 43 million (in words: PLN forty three million),
- 5) notes to consolidated financial statement.

§ 2

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

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on granting approval of the performance of duties of the Supervisory Board member

Pursuant to article 393 point 1 and article 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr/s. of his/her duties as a member of the Orange Polska S.A. Supervisory Board in financial year 2014 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on granting approval of the performance of duties of the Management Board's President/member

Pursuant to article 393 point 1 and article 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr. of his duties as the President / a member of the Orange Polska S.A. Management Board in financial year 2014 is granted.

§ 2

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on rules of remuneration for the members of the Supervisory Board

Pursuant to § 23 clause 5 of the Company's Articles of Association, the following is resolved:

§ 1

Monthly remuneration for members of the Supervisory Board shall be calculated as a multiple of the average monthly pay in the enterprises sector without payment of awards out of profit in December 2014, promulgated by the President of the Main Statistical Office.

§ 2

The amount of monthly remuneration shall be:

- 1) for the Chairman of the Supervisory Board – 8 (eight) times the average monthly pay referred to in § 1;
- 2) for the Deputy Chairman and Secretary of the Supervisory Board – 6 (six) times the average monthly pay referred to in § 1;
- 3) for the other members of the Supervisory Board – 2.5 (two and a half) times the average monthly pay referred to in § 1.

§ 3

The persons referred to in § 2 and § 4 shall be entitled to remuneration regardless of the number of meetings held in a given month.

§ 4

1. The persons referred to in § 2 shall be entitled to additional monthly remuneration for participation in the Supervisory Board's Committees as members of 1,5 (one and a half) times the average monthly pay referred to in § 1.
2. Instead of the additional remuneration referred to in § 4.1, Supervisory Board's Committee Chairmen shall be entitled to additional monthly remuneration of 3,5 (three and a half) times the average monthly pay referred to in § 1.
3. Instead of the additional remuneration referred to in § 4.2, the Chairman of the Supervisory Board's Audit Committee shall be entitled to additional monthly remuneration of 5 (five) times the average monthly pay referred to in § 1.

4. If the same person is a member or Chairman of several Supervisory Board's Committees at the same time, such person shall not be entitled to cumulative additional remuneration but only to the highest of the additional remuneration such person is entitled to.

§ 5

1. In the event that any member of the Supervisory Board was appointed or removed in the course of a calendar month, the remuneration shall be calculated proportionately to the number of days of the performance of his function.
2. In the case of performance of the function of Chairman, Deputy Chairman, Secretary of the Supervisory Board or member of Supervisory Board's Committee for a part of any calendar month, the remuneration for that part of the month shall be calculated in accordance with the relevant rate for the function performed, pursuant to § 2 and § 4.

§ 6

Remuneration shall be paid at the latest on the 10th day of the following month. Remuneration shall be included in the Company's operational costs.

§ 7

Members of the Supervisory Board being at the same time employees of Orange S.A. or any of its controlled affiliates (as defined by International Financial Reporting Standards) shall not have the right to any remuneration whether as members of the Supervisory Board or of any Supervisory Board's Committees. However, they shall be entitled to a reimbursement of expenses referred to in § 8.

§ 8

Supervisory Board members are entitled to reimbursement of expenses related to participation in the work of the Board.

§ 9

The resolution no. 6 of Extraordinary General Assembly dated 21 September 2006 on rules of remuneration for the members of the Supervisory Board (as amended) shall become invalid.

§ 10

The resolution enters into force upon adoption.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on amendment of the Regulations of the General Assembly

Pursuant to § 18 clause 2 of Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The Regulations of the General Assembly attached to the resolution no 38 of the Annual General Assembly of TP S.A. dated 23 April 2003 (as amended), shall be amended as follows:

- 1) the title of the Regulations is replaced with „The Regulations of the General Assembly of Orange Polska S.A.”,
- 2) in § 1 „TP” is replaced with „Orange Polska”,
- 3) in § 6 clause 1, in § 18, in § 23 clause 2, in § 24 clause 1, in § 25 clause 2, „TP S.A.” is replaced with „the Company”,
- 4) § 3 is replaced with the following:

“§ 3

1. The shareholders may take part in the General Assembly and exercise the right to vote in person or by proxies (other representatives). A Shareholder that is not a natural person may participate in the General Assembly and exercise his/her voting rights through a person authorised to make statements of will on his/her behalf or by the proxy.
2. The power of attorney should be given in writing or in the electronic form.

3. Granting powers of attorney in the electronic form shall be notified to the Company via pelnomocnictwo.wza@orange.com not later than 3 days prior to the General Assembly. The notification shall include an attached scan of granted powers of attorney signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent the Shareholder.
 4. The power of attorney referred to in clause 3 shall be prepared through a form available at www.orange.pl/investors.
 5. The notification shall include the scan of the identification document of the Shareholder (if the Shareholder is a natural person) or the scanned copy of the current registry of the Shareholder and the scan of the identification document of the Shareholder or his representatives that granted powers of attorney (if the Shareholder is not a natural person), as well as the scan of the identification document of the Proxy (if the Proxy is a natural person) or the scanned copy of the current registry (if the Proxy is not a natural person) . If the documents, referred to in this paragraph, are not in the Polish or English language, a sworn translation into Polish should be attached.”
- 5) § 26 is deleted.

§ 2

The uniform text of the Regulations of the General Assembly of Orange Polska S.A. is hereby amended by the attachment to the following resolution.

§ 3

1. The amendments to the Regulations of the Orange Polska S.A. General Assembly shall become effective as of the next General Assembly of Orange Polska S.A.
2. The resolution shall come into force on the day of its adoption.

Attachment to the resolution

REGULATIONS OF THE GENERAL ASSEMBLY OF ORANGE POLSKA S.A.

- *uniform text* –

I. General Provisions

§ 1

The General Assembly shall be convened and conducted in the procedure and on the terms stipulated by the Code of Commercial Partnerships, Companies, the Orange Polska S.A. Articles of Association and these Regulations.

§ 2

1. The General Assembly shall be convened by an announcement to be made on the Company's web page and by means of current report 26 days prior to the General Assembly.
2. The following persons may take part in the General Assembly:
 - 1) persons that are shareholders of the Company 16 days prior to the General Assembly (the record date) whose right to participate in the General Assembly was determined by the Company on a basis of the list of entitled persons created and submitted by an entity managing the depository of securities;
 - 2) Members of the Management Board and of the Supervisory Board.
3. The Management Board may invite guests and experts to take part in the General Assembly as observers.

§ 3

1. The shareholders may take part in the General Assembly and exercise the right to vote in person or by proxies (other representatives). A Shareholder that is not a natural person may participate in the General Assembly and exercise his/her voting rights through a person authorised to make statements of will on his/her behalf or by the proxy.

2. The power of attorney should be given in writing or in the electronic form.
3. Granting powers of attorney in the electronic form shall be notified to the Company via pełnomocnictwo.wza@orange.com not later than 3 days prior to the General Assembly. The notification shall include an attached scan of granted powers of attorney signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent the Shareholder.
4. The power of attorney, referred to in clause 3 shall be prepared through a form available at www.orange.pl/investors.
5. The notification shall include the scan of the identification document of the Shareholder (if the Shareholder is a natural person) or the scanned copy of the current registry of the Shareholder and the scan of the identification document of the Shareholder or his representatives that granted powers of attorney (if the Shareholder is not a natural person), as well as the scan of the identification document of the Proxy (if the Proxy is a natural person) or the scanned copy of the current registry (if the Proxy is not a natural person) . If the documents, referred to in this paragraph, are not in the Polish or English language, a sworn translation into Polish should be attached.

II. Opening of Session and Election of Chairman

§ 4

The General Assembly shall be opened by the President of Supervisory Board or his deputy, and if they are not present by the President of Management Board or a person designated by the Management Board, and thereafter the Chairman shall be elected from among all those entitled to take part in the General Assembly.

§ 5

1. Every person entitled to take part in the General Assembly has the right to candidate for the Chairman of General Assembly or to put forward to the minutes one candidate for the position of the Chairman of General Assembly.
2. The candidate who has been put forward shall be entered onto a list after submitting a statement to the minutes that he consents to candidate. The list of all candidates shall be drawn up by a person who has opened the General Assembly. The list is deemed closed upon being announced.
3. If only one candidate has been put forward this candidate shall become the Chairman of General Assembly if none of those entitled to voted raises an objection thereto.
4. The Chairman of General Assembly shall be elected by voting for each candidate in turn in an alphabetical order.
5. The person who has opened the General Assembly shall safeguard the proper conduct of voting, shall announce the name of the person elected for the Chairman of General Assembly and hand over direction over the session to that person.
6. The Chairman of General Assembly shall become the candidate who has received in the voting the largest simple majority of votes cast.
7. In the event that several candidates receive equal the largest simple majority of votes cast the person who has opened the General Assembly shall order a supplementary voting. The candidate who has received the largest simple majority of votes cast shall be deemed as elected.

III. Responsibilities of the Chairman

§ 6

1. The Chairman of General Assembly shall direct the session in accordance with the agreed agenda, the law, the provisions of the Company's Articles of Association and of this Regulations.
2. The Chairman of the General Assembly ensures an efficient conduct of the meeting and observance of the rights and interests of all shareholders. The chairman should counteract, in particular, the abuse of rights by the participants of the meeting and should guarantee that the rights of minority shareholders are respected.
3. The responsibilities of the Chairman of General Assembly comprise in particular:
 - 1) to ensure smooth and proper conduct of the session and voting,
 - 2) to give the floor,
 - 3) to give appropriate instructions to maintain order during the session,

- 4) to order voting, to safeguard its proper conduct and to sign documents with the results of voting,
- 5) to ensure that all issues on the agenda have been addressed,
- 6) to give a final decision in procedural matters and in matters relating to the course of properly convened General Assembly.

§ 7

1. Promptly after election the Chairman of General Assembly shall sign an attendance list containing the names of those participating in the General Assembly, the number of shares submitted by each of them and the number of votes they are entitled to.
2. The persons drawing the attendance list should:
 - 1) check identity of the shareholder or his attorney-in-fact (other representative) on the basis of an identity document or another credible document confirming the identity,
 - 2) check whether the shareholder is entitled to take part in the General Assembly,
 - 3) check whether the manner of shareholder's representation is correct; documents stating the right of representation (powers of attorney, extracts from appropriate registers, etc.) shall be enclosed to the minutes of General Assembly,
 - 4) obtain the signature of the shareholder or his attorney-in-fact (other representative) on the attendance list,
 - 5) issue to the shareholder or his attorney-in-fact (other representative) an appropriate magnetic card for voting or another document to be used for voting.
3. The attendance list shall be drawn up by person designated for that purpose by the Management Board.
4. Appeals relating to the entitlement to take part in the General Assembly shall be addressed to the Chairman of General Assembly.
5. The attendance list should be exposed all the time during the continuance of the session of General Assembly until the latter is closed. The persons drawing up the attendance list are obliged to take down on an ongoing basis all changes in the attendance at the General Assembly stating also the moment when such changes have occurred.

IV. Statement that the General Assembly has been Properly Convened

§ 8

After the Chairman of General Assembly has been elected and the attendance list has been signed the Chairman of General Assembly shall state that the Assembly has been properly convened and is capable to adopt resolutions, shall present the agenda and order the election of the Scrutiny Commission.

V. Election of Scrutiny Commission

§ 9

1. The Scrutiny Commission composed of 3 to 5 members shall be elected from among person entitled to take part in the General Assembly.
2. Every person entitled to take part in the General Assembly has the right to put forward to the minutes candidates for the Commission. Designated persons should consent to candidate. The election shall be made by voting for each candidate in turn in alphabetical order. The candidates who have received the largest simple majority of votes cast shall be deemed as elected, bearing in mind a set number of Scrutiny Commission members.
3. The Scrutiny Commission shall elect the Chairman from among themselves.
4. The Scrutiny Commission has to safeguard the proper conduct of voting, to check and determine the results of voting and to give the latter to the Chairman of General Assembly as well as to perform other activities relating to the voting.
5. If anything incorrect is found in the way voting is conducted the Scrutiny Commission has to inform promptly the Chairman of General Assembly thereof.
6. Documents with the results of each voting shall be signed by all Scrutiny Commission members and by the Chairman of General Assembly.

7. In case of less than 3 nominations, referred to in paragraph 2, or if at least 3 candidates do not obtain the required majority of votes, the Scrutiny Committee is not appointed.

VI. Sessions

§ 10

1. The Chairman of General Assembly does not have the right to remove the matters from the agenda or to change the sequence of the matters put on the agenda without consent of the General Assembly.
2. No resolution may be adopted in matters which have not been put on the agenda unless the whole share capital is represented at the General Assembly and none of those present has objected to the adoption of the resolution.
3. A motion to convene the Extraordinary General Assembly and motions of procedural nature may be adopted even though they have not been put on the agenda.
4. Each Shareholder may during the Extraordinary General Assembly table draft resolutions regarding the matters put on the agenda. The draft resolutions shall be presented in Polish

§ 11

1. After each subsequent matter on the agenda has been presented the Chairman of General Assembly shall open a discussion giving floor to speakers in the sequence in which they have submitted their willingness to speak. Upon the consent of the General Assembly several points from the agenda may be discussed jointly.
2. The Chairman of General Assembly may give floor to Management Board members and Supervisory Board members without paying attention to the sequence.
3. The Chairman of General Assembly may order that willingness to take part in discussion be submitted in writing giving name and surname of the person, and in the event of attorneys-in-fact (other representatives) of shareholders giving also the name and surname or business name of the principal.
4. If there are many persons declaring their willingness to take part in the discussion over a given point on the agenda the Chairman of General Assembly may decide that the number of speakers be limited.

§ 12

1. The participants may rise to speak only in the matters which have been put on the agenda and are considered at the moment.
2. When every point on the agenda is considered each shareholder has the right to one speech of 5 minutes and a reply of 5 minutes.
3. The Chairman of General Assembly has the right to reprimand a speaker who diverts from the subject matter of the discussion or exceeds the agreed time as stipulated by sec. 2. The Chairman of General Assembly may order that the speakers who do not comply with his reprimand leave the floor.
4. Each speech in the discussion over a particular draft resolution should be finished with an explicitly expressed standpoint whether the speaker is for or against this draft resolution.

§ 13

Each shareholder has the right to ask questions in every matter on the agenda.

§ 14

The shareholder has the right to object against a decision of the Chairman of General Assembly. The General Assembly shall decide in a resolution whether the decision of the Chairman be upheld or reversed.

§ 15

1. Shareholder who motions for the inclusion of an issue on the agenda of the General Assembly, including a motion to take an issue off the agenda, shall provide grounds enabling an informed decision on the resolution.
2. Every shareholder has the right to suggest amendments and supplements to draft resolutions, which are covered by the agenda of General Assembly, by the time of closing the discussion over the point on the agenda referring to the draft resolution with which the suggestion is concerned.

3. The suggestions referred to above under 2, along with short justification should be submitted to the hands of the Chairman of General Assembly in writing, separately for each draft resolution, giving the name and surname (business name) of the shareholder or his attorney-in-fact (other representative).

§ 16

The Chairman of General Assembly has the right to give the floor to invited guests and experts.

§ 17

1. In procedural matters the Chairman of General Assembly may give the floor to speakers without paying attention to the sequence. A motion in a procedural matter may be put forward by every person entitled to take part in General Assembly.
2. As motions in procedural matters shall be treated motions relating to the manner of discussing and voting, and in particular to:
 - 1) limitation, adjourning or closing the discussion,
 - 2) closing the list of candidates for Chairman of General Assembly,
 - 3) closing the list of speakers,
 - 4) limitation of speech duration,
 - 5) manner of directing the session,
 - 6) ordering a recess in the session,
 - 7) sequence in which the motions are to be adopted.
3. Discussion over the motions in procedural matters should be opened directly after the motions have been put forward.
4. The Chairman of General Assembly may finish the discussion and order voting on the motion in the procedural matter.

VII. Adoption of Resolutions

§ 18

Subject to situations set forth in the Code of Commercial Partnerships and Companies and in the Company's Articles of Association resolutions of the General Assembly shall be adopted by a simple majority of votes cast.

§ 19

1. The shareholder may not vote, either in person or by a proxy holder (other representative) on resolutions relating to his liability to the Company, for whatever reasons, including granting him vote of acceptance, releasing him from an obligation towards the Company or dispute between him and the Company.
2. The shareholder who votes as a proxy holder of other person on resolutions, referred to in clause 1 shall vote in accordance with voting instructions issued by the shareholder.

§ 20

1. Subject to sec. 2 voting shall be open.
2. Voting by secret ballot shall be ordered:
 - 1) during election of and on motions for revoking members of Company authorities or receivers,
 - 2) on motions for holding liable members of Company authorities or receivers,
 - 3) in personal matters,
 - 4) if at least one of the shareholders present or represented at the General Assembly demands so.

§ 21

1. After closing discussion on each point on the agenda and before the voting is commenced the Chairman of General Assembly announces which motions have been put forward and determines the sequence in which they shall be voted on. Voting on motions is made in the sequence in which the motions have been put forward.

2. Voting may be made with the help of cards for voting or a computer system for casting and counting the votes which ensures that the quantity of votes cast conforms to the number of held shares as well as eliminates, if voting is by secret ballot, the possibility to identify how individual shareholders have voted.
3. Before voting is commenced the Chairman of General Assembly or a person designated by him shall provide detailed instructions relating to the manner in which voting will be conducted.

VIII. Election of Supervisory Board Members

§ 22

1. Candidates for Supervisory Board members shall be put forward to the minutes orally along with a justification.
2. The suggested candidate for a Supervisory Board member shall be entered onto a list after giving a statement to the minutes, in writing or orally, that he consents to candidate.
3. The list of suggested candidates for Supervisory Board members shall be drawn up by the Chairman of General Assembly in an alphabetical order. The list is deemed as closed upon having been announced.

§ 23

1. Supervisory Board members are elected by voting for each candidate in turn in an alphabetical order.
2. The candidates who have received the largest simple majority of votes cast shall be deemed as elected for Supervisory Board members, bearing in mind the number of Supervisory Board members as stipulated by the Company's Articles of Association.

IX. Election of Supervisory Board Members by Voting in Separate Groups

§ 24

1. Upon the motion of shareholders representing at least one fifth of the share capital the Supervisory Board should be elected on the forthcoming General Assembly by voting in separate groups, even if the Company's Articles of Association provide for another manner of appointing the Supervisory Board.
2. The motion for electing Supervisory Board members by voting in separate groups shall be submitted to the Management Board in writing within a time limit which enables placing on the agenda of the General Assembly the election of Supervisory Board members by voting in separate groups.
3. The election of Supervisory Board members by voting in separate groups shall be provided for in the agenda presented in the announcement that the General Assembly is to be convened.
4. Groups of shareholders shall be created for the purpose of electing Supervisory Board members. It is allowed to create so many groups how many places are available to be filled in the Supervisory Board. The part of Supervisory Board which is appointed by an entity (entities) provided for in a separate statutory act shall not be taken into account.
5. The minimum of shares required in order to create a group is determined by dividing the number of shares represented on the General Assembly by the number of places in the Supervisory Board which remain to be filled.
6. A group of shareholders has the right to elect so many Supervisory Board members how many times the number of shares represented by the group exceeds the minimum referred to in clause 5.
7. The surplus number of shares in a given group which exceeds the minimum, or the multiplicity of the minimum, referred to in clause 5 does not entitle the group to elect one more Supervisory Board member.
8. A simple majority of votes cast shall decide about the election of a Supervisory Board member within one group.
9. A shareholder may belong to only one voting group.
10. A resolution about electing Supervisory Board member(s) by a given group shall be recorded by a notary.

X. Final Provisions

§ 25

1. After all points on the agenda have been addressed the Chairman of General Assembly shall announce that the Assembly is closed.
2. To the matters not regulated by these Regulations the provisions of the Code of Commercial Partnerships and Companies and the provisions of the Company's Articles of Association shall apply.

Draft

Resolution no [...] of Annual General Meeting of Orange Polska S.A dated 9 April 2015 on appointment/removal of a Supervisory Board member

Pursuant to article 385 of the Commercial Companies Code and § 13.9 of the Company's Articles of Association, the following is resolved:

§ 1

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

§ 2

The resolution enters into force upon adoption.