

Orange Polska

Governance Roadshow

February-March 2018



OPL general overview – key strategic directions

Fibre

households connectable (in k)

1 471

+1,002

2 473

end 2016

end 2017

customer base (in k)

88

+126

214

end 2016

end 2017

Fixed Broadband

Customer base (in k)

2 206

+11%
yoy

2 438

end 2016

end 2017

Revenue yoy change (in %)

-3.9

+4.5

2016

2017

Mobile post-paid

+5%
yoy

customer base (in k)

9 262

9 726

end 2016

end 2017

Convergent customers

+56%
yoy

customer base (in k)

835

1 306

end 2016

end 2017

Summary 2017



**Orange.one
strategy**



**Shift in the
commercial
approach**



**Success of
convergence**



**Rebound in fixed
broadband**



**Better financial
performance**

Return to growth backed by more focus and value creation

		2018	2019	2020
Revenue	Growth areas to increasingly offset pressure on legacy		stabilisation	growth
Adjusted EBITDA	To be supported by better revenue trend, operating leverage and continued cost optimisation	Stabilisation*	growth**	growth**
CAPEX	Reflects connectivity programme and business transformation needs	PLN2.0-2.2bn	PLN2.0-2.2bn***	PLN~2.0bn***
Net debt	Decreasing from 2019			

* Under IAS18

** Under IAS18 & IFRS 15

*** ambitions

Key Resolutions for the Annual General Assembly (20 April)

- **Approval of the Management Board's Report on the activity of Orange Polska Group in 2017**
- **Approval of the Orange Polska Group financial statements for the year 2017 financial year**
- **Offsetting of the Company's loss for 2017 from reserved capitals**
- **Granting approval of performance of Management Board members and Supervisory Board members duties in the 2017 financial year**
- **Re-election of certain Supervisory Board members**
- **Changes to the par.19 of Articles of Association related to criteria for independent supervisory board members: the trigger is a need to synchronise requirements of Best Stock Exchange Practices (driven by EC recommendations) and recent changes introduced to the law on Statutory Auditors**

Members to be re-elected to the Supervisory Board at the AGM

- No personal changes in the Supervisory Board composition
- Re-election of four members for a new three-year term:
 - Henryka Bochniarz– **Independent member**
 - Ramon Fernandez– Non-independent member
 - Maria Paśo-Wiśniewska– **Independent member**
 - Wiesław Rozłucki– **Independent member**

Supervisory Board Composition – 36% independent

14 members, 5 independent

- | | | | |
|--------------------------|-------------------------------------|---------------------------------|----------------------|
| 1. Maciej Witucki | - Chairman of the Supervisory Board | | |
| 2. Gervais Pellissier | - Deputy Chairman | 9. John Russell Houlden | - Independent Member |
| 3. Marc Ricau | - Secretary | 10. Prof. Michał Kleiber | - Independent Member |
| 4. Dr. Henryka Bochniarz | - Independent Member | 11. Patrice Lambert de Diesbach | - Board Member |
| 5. Federico Colom Artola | - Board Member | 12. Dr. Maria Paśło-Wiśniewska | - Independent Member |
| 6. Jean-Marie Culpin | - Board Member | 13. Dr. Wiesław Rozłucki | - Independent Member |
| 7. Eric Debroeck | - Board Member | 14. Valérie Théron | - Board Member |
| 8. Ramon Fernandez | - Board Member | | |

The Committees of the Supervisory Board

The Audit Committee

60% Independent

1. John Russell Houlden – Chairman and **Independent Member**
2. Dr. Maria Pasło-Wiśniewska - **Independent Member**
3. Prof. Michał Kleiber - **Independent Member**
4. Federico Colom Artola
5. Marc Ricau

The Remuneration Committee

50% Independent

1. Dr. Wiesław Rozłucki – Chairman and **Independent Member**
2. Dr. Maria Pasło-Wiśniewska - **Independent Member**
3. Marc Ricau
4. Valérie Thérond

The Strategy Committee

42% Independent

1. Gervais Pellissier – Chairman
2. Dr. Henryka Bochniarz - **Independent Member**
3. Prof. Michał Kleiber - **Independent Member**
4. Dr. Maria Pasło-Wiśniewska - **Independent Member**
5. Jean-Marie Culpin
6. Eric Debroeck
7. Patrice Lambert de Diesbach

Attendance on the Board/Committees meetings

	SUPERVISORY BOARD	PARTICIPATION (%)	STRATEGY COMMITTEE	AUDIT COMMITTEE	REMUNERATION COMMITTEE
BOCHNIARZ Henryka (I)	5/6	83	3/3	-	
COLOM ARTOLA Fernando	6/6	100	-	7/7	
CULPIN Jean-Marie	6/6	100	3/3	-	
DEBROECK Eric	5/6	83	2/3	-	
FERNANDEZ Ramon	4/6	67	-	-	
HOULDEN John Russell (I)	6/6	100	-	7/7	
KLEIBER Michał (I)	6/6	100	3/3	3/3	
LAMBERT DE DIESBACH Patrice	5/6	83	3/3	-	
PASŁO-WIŚNIEWSKA Maria (I)	6/6	100	3/3	7/7	8/8
PELLISSIER Gervais	4/6	67	3/3	-	
RICAU Marc	6/6	100	-	7/7	8/8
ROŻLUCKI Wiesław (I)	6/6	100	-	-	8/8
THÉROND Valérie	6/6	100	-	-	7/8
WITUCKI Maciej (I)	5/6	83	-	-	

* Actual number of meetings attended

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

Henryka Bochniarz

on Orange Polska Supervisory Board since April 2012



Ms. Henryka Bochniarz (born in 1947) graduated from the Foreign Trade Faculty of the Warsaw School of Economics (Szkoła Główna Handlowa, former SGPiS) in 1971. She received her Ph.D. in economics from the Foreign Trade Research Institute (IKC), and also became a certified advisor in management. She was awarded with the Fulbright scholarship and spent two years doing research and lecturing at the University of Minnesota (1985-87). She was the Minister of Industry and Trade in Jan Krzysztof Bielecki's government in 1991. She was a presidential candidate in 2005.

Co-founder of the Nike Literary Award for the Best Book of the Year in 1997-2003. Vice-chairperson of the Stanisław Ignacy Witkiewicz Arts Foundation assisting the Witkacy theatre in Zakopane. Founder of the Prymus Foundation providing equal educational opportunities for children in rural areas. Organizer of the European Forum for New Ideas. Advocate for increasing role of women in public life and business. Co-founder of the Congress of Women. Holder of the Kisiel Prize for independent thinking and entrepreneurship and the Andrzej Bączkowski Award for particular contribution to the development of social dialogue in Poland and action over political divisions. Decorated with the Commander's Cross with the Star of the Order of Polonia Restituta and with the Japanese Order of the Rising Sun (Gold and Silver Star).

Since January 1999 she has been the president of Polish Confederation Lewiatan, the largest organisation of private employers in Poland. Vice president of BUSINESSEUROPE, the largest employers' organisation in Europe. Chairperson of the joint Polish-Japanese Economic Committee facilitating development of the Polish-Japanese economic co-operation. She had been the president of Boeing Central and Eastern Europe (2006-2014).

Ms. Bochniarz is currently a member of the supervisory board of FCA Poland SA and a member of board of directors of UniCredit S.p.A.

Ramon Fernandez

on Orange Polska Supervisory Board since October 2014



Mr Ramon Fernandez joined Orange on the 1st of September 2014 as Deputy CEO, in charge of the company's financial affairs and strategy.

Born in 1967, Mr Fernandez is a graduate of the Institut d'Études Politiques in Paris (1988) and the École Nationale d'Administration (1993).

He spent two years with the International Monetary Fund in Washington (1997 to 1999) before returning home to the French Treasury, where he had briefly worked after he graduated. This time, he went on to hold a number of important positions in different areas: as Head of the Energy, Telecommunications and Raw Materials Department until 2001, and then as Head of the Savings and Financial Markets Department from 2001 to 2002. He was subsequently appointed Deputy Director of International Financial Affairs and Development, and Vice-Chairman of the Paris Club between 2003 and 2007.

Mr Fernandez became an advisor to the Minister of the Economy, Finances and Industry (2002 - 2003) and to the President of the French Republic (2007 – 2008). 2008 saw him selected as Chief of Staff to the Minister of Labour, Social Relations, Family and Solidarity, a post he would hold for a year.

Mr Fernandez arrived at Orange from his former position as Director General of the French Treasury, which he had held since 2009. At this time, he was also Chairman of the Agence France Trésor and Chairman of the Paris Club. He would represent France on numerous occasions as Alternate Governor of the World Bank, Governor of the African Development Bank, and as a member of the supervisory commission of the Caisse des Dépôts and the board of directors of GDF Suez and CNP Assurances.

Ramon Fernandez is “Chevalier de la Légion d’Honneur”

Maria Pasło-Wiśniewska

on Orange Polska Supervisory Board since April 2015



Ms. Maria Pasło-Wiśniewska (born in 1959) 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 (2008-2012), as well as non-executive Board membership at UAB NFG (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, the Chairman of the Board of Trustees of the Polish Institute of Directors, 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.

Dr Wiesław Rożłucki

on Orange Polska Supervisory Board since November 2006



Mr. Wiesław Rożłucki (born in 1947), graduated from the Warsaw School of Economics (SGPiS) - Foreign Trade Faculty. He was conferred the PhD Degree in Economic Geography. Between 1973 and 1989, Mr Rożłucki was a research worker at the Institute of Geography and Spatial Organisation, Polish Academy of Sciences (PAN). Meanwhile he also acted as a Secretary of the Polish Committee of the International Geographical Union.

Since 1990, he was responsible for privatisation, first as an advisor to the Minister of Finance, then as Director of the Capital Markets Development Department in the Ministry of Privatisation. Between 1991 and 1994, Mr. Rożłucki was a member of the Polish Securities Commission.

From 1991 to 2006, he was President of the Management Board of the Warsaw Stock Exchange as well as Chairman of the Supervisory Board of the National Depository for Securities. In the 1990s, Mr. Rożłucki was a member of the Economic Development Council to President of the Republic of Poland. He was also a member of the government bodies of the World Federation of Exchanges (WFE), the Federation of European Securities Exchanges (FESE), a member of the Market Participants Consultative Panel of the Committee of European Securities Regulators (CESR) and the Chairman of the Committee for the Economic Prize of the President of the Republic of Poland.

Currently, Mr. Rożłucki is a Supervisory Board chairman of: Bank BPH SA and Internet Media Services S.A. He is Chairman of the Programming Board of the Polish Institute of Directors and of the Harvard Business Review Polska. He provides consulting services. Mr. Wiesław Rożłucki was honoured with Polish Commander Cross with the Star of the Order of Rebirth of Poland and L'Ordre National du Merite.

Q&A