

**Current report 5/2019**  
**Orange Polska S.A. – Warsaw, Poland**  
**26 March 2019**

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, 12<sup>th</sup> 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 to be held on **April 24, 2019, 13:00 CET**, in Warsaw, in the premises of Orange Polska Spółka Akcyjna building at Aleje Jerozolimskie 160, 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 24 April 2019 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. financial statements for the 2018 financial year,
  - b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2018 financial year,
  - c) the Management Board's motion on distribution of the Orange Polska S.A. profit from previous years,
  - d) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A., and the IFRS consolidated financial statements of Orange Polska Group for the 2018 financial year,
  - e) the Report of the Supervisory Board for the 2018 financial year,
- 5) Adoption of the following resolutions concerning:
  - a) approval of Orange Polska S.A. financial statements for the 2018 financial year,

- Resolution no. 2 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on approval of the Orange Polska S.A. IFRS financial statements for 2018

b) distribution of the Orange Polska S.A. profit for the 2018 financial year,

- Resolution no 3 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on distribution of Orange Polska S.A. profit for the 2018 financial year

c) distribution of the Orange Polska S.A. profit from previous years,

- Resolution no 4 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on distribution of the Orange Polska S.A. profit from previous years

d) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2018 financial year,

- Resolution no 5 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2018 financial year

e) approval of the Orange Polska Group consolidated financial statements for the 2018 financial year,

- Resolution no 6 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on approval of the IFRS consolidated financial statements for 2018

f) granting approval of performance of their duties as members of Orange Polska S.A governing bodies in the financial year 2018,

- Resolution no 7 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on granting approval of the performance of duties of the Management Board's President of Orange Polska S.A.

- Resolutions no 8 – 14 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on granting approval of the performance of duties of the Management Board's member of Orange Polska S.A.

- Resolutions no 15 – 30 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 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) Changes in the Supervisory Board's composition,

- Resolution no 31 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Mr. Eric Debroeck/**

- Resolution no 32 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Mr. Michał Kleiber/**

- Resolution no 33 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Ms. Monika Nachyła/**

- Resolution no 34 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Mr. Gervais Pellissier/**

- Resolution no 35 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Mr. Marc Ricau/**

- Resolution no 36 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Mr. Jean-Michel Thibaud/**

- Resolution no 37 of Annual General Meeting of Orange Polska S.A. dated 24 April 2019 on appointment of a Supervisory Board member

**/Voting on appointment of Mr. Maciej Witucki/**

7) Closing of the Meeting.

**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.**

## **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 registered office at Al. Jerozolimskie 160, 02-326 Warsaw, or send it by e-mail to the address [pelnomocnictwo.wza@orange.com](mailto:pelnomocnictwo.wza@orange.com) (pdf file), at least 21 days prior to the date of the General Meeting, i.e., on **April 03, 2019** at the latest.

- 2) 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 registered office at Al. Jerozolimskie 160, 02-326 Warsaw, or send it by e-mail to the address [pelnomocnictwo.wza@orange.com](mailto:pelnomocnictwo.wza@orange.com) (pdf file), not later than 3 working days prior to the General Meeting, i.e., on **April 18, 2019** at the latest. The request with the draft resolution shall be accompanied by the documents mentioned in 1b) and 1c).
- 3) 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 web site [www.orange.pl/investors](http://www.orange.pl/investors).
- 3) Orange Polska S.A. shall be notified about a proxy in electronic form at least 3 days prior to the General Meeting, i.e. on **April 21, 2019** at **16:00 CET** at the latest by e-mail at [pelnomocnictwo.wza@orange.com](mailto:pelnomocnictwo.wza@orange.com) by sending 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. 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 item 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 item 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**

The Company does not allow for participation in the General Meeting by means of electronic communication.

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

The Company does not allow for speaking at the General Meeting by means of electronic communication.

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

The Company does not allow for executing the voting right by correspondence or by means of electronic communication.

## 6. The record date

**April 8, 2018** 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., **April 8, 2019**, 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 business day after the day of registration, i.e. **April 9, 2019**.
- 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.

## III. Access to documentation

- 1) Any information and documents to be presented to the General Meeting together with draft resolutions, shall be placed at the Company's web site [www.orange.pl/investors](http://www.orange.pl/investors) beginning on the day the General Meeting has been convened.
- 2) Beginning on **April 17, 2019**, a Shareholder shall have the right to request a copy of motions on the issues on agenda.