



Extraordinary General Meeting

of Orange Polska S.A.

Warszawa, 27 August 2020

Current report 18/2020
Orange Polska S.A. – Warsaw, Poland
29 July 2020

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 Extraordinary General Meeting.

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

I. Date, time and venue of the Extraordinary 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 **Extraordinary General Meeting** of Orange Polska S.A. ('General Meeting') to be held on **27 August 2020, (Thursday)** 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 Extraordinary General Meeting of Orange Polska S.A. dated 27 August 2020 on nomination of the Chairman of the Extraordinary General Meeting

- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) adoption of the resolution on the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.,

Resolution no. 2 of Extraordinary General Meeting of Orange Polska S.A. dated 27 August 2020 on the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

- 5) 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 **6 August 2020** 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 **7 August 2020**, 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 **24 August 2020** at **16:00 CET** at the latest by e-mail sent to pelnomocnictwo.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 **24 August 2020** 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 **25 August 2020** 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., **11 August 2020** 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., **11 August 2020**, 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. **12 August 2020**.
- 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 **24 August 2020**.
- 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) Beginning on **20 August 2020**, a Shareholder shall have the right to request a copy of motions on the issues on agenda.
- 3) 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.
- 4) Information related to the processing of personal data by the Company is available at: www.orange-ir.pl.

Annex to the Announcement
on the Extraordinary General Meeting of
Orange Polska S.A.
as of 27 August 2020

Part A. Information on the possibility, rules and manners of participation by Shareholders in the General Meeting by means of electronic communication

Participation in the General Meeting

1. Pursuant to the Regulations for participation in the General Meetings of Orange Polska S.A. using electronic communication means adopted by the resolution of Supervisory Board no. 21/20 dated 11 May 2020, participation in the General Meeting by means of electronic communication includes in particular:
 - 1) real-time two-way communication where shareholders can make statements during the General Meeting, staying in a different place than the place of the General Meeting,
 - 2) exercising the right to vote before or during the General Meeting in person or by proxy holder.
2. Participation in the General Meeting referred to in item 1 shall take place by means of a dedicated IT platform using technology and means ensuring Shareholder identification and communication security.
3. Communication in the manner referred to in item 1 point 1 as well as confirmation of receipt of votes, takes place by means of a text communicator on the dedicated IT platform.
4. At the Shareholder's request, submitted no later than three months from the date of the General Meeting, the Company sends to the Shareholder or its proxy confirmation that his/her vote has been properly registered and counted, unless such confirmation has been provided to the Shareholder or his/her proxy in advance.
5. A Shareholder or a proxy holder intending to participate in the General Meeting by means of electronic communication should meet the technical requirements set out in **Part B** and is obliged to notify the Company of this intention using electronic means of communication at: wza@orange.com, sending, in secure way, the following documents:
 - 1) a completed and signed Statement, scanned to pdf format, prepared in accordance with the form specified in **Part C** of this Annex,
 - 2) a scan of an identity document (ID card or passport) containing data enabling identification of a Shareholder or a proxy holder who is a natural person and a scan of the power of attorney,
 - 3) a scan of an excerpt from the relevant register, a scan of the power of attorney, a proxy holder's identity document (ID card or passport) or an excerpt from the appropriate register of the proxy when a Shareholder or a proxy holder is a legal person or an organizational unit without legal personality,
 - 4) personal data provided by the Shareholder will be processed by Orange Polska solely for the purpose of verifying and confirming his right to participate in the General Meeting by means of electronic communication.

Verification of Shareholders and entry on the attendance list

6. In order to carry out the correct verification, the Company may contact the Shareholder or a proxy holder using the contact details indicated in the Statement.
7. In the case of non-removal or explanation by correspondence, within the time limit set by the Company, of any non-compliance, the Company shall refuse the given Shareholder to whom the non-compliance relates participation in the General Meeting using electronic means of communication, notifying him of this fact to the email address provided in the Statement.
8. Based on the list of shareholders entitled to participate in the General Meeting received from KDPW S.A. (the Central Securities Depository of Poland) the Company will verify the powers of the given Shareholder who has indicated his/her intention to participate in accordance with item 5 above.
9. With respect to the shareholders who participate in the General Meeting by means of electronic communication, the rules of their entry to the attendance list are the following:
 - 1) The persons appointed by the Management Board check the data referred to in § 7 item 2 of the Regulations of the General Meeting of Orange Polska S.A., based on documents sent in accordance with item 5 above,
 - 2) Instead of the signature of the Shareholder or his proxy holder on the attendance list, his/her presence is confirmed by the person drawing up the attendance list. On this basis, the Chairman of the General Meeting signs the attendance list,
 - 3) Persons drawing up the attendance list shall introduce changes in the composition of shareholders on the attendance list during the General Meeting, at the same time specifying the moment of their occurrence, based on the moment when the given Shareholder logs in or logs out.

IT platform

10. After positive verification of the Shareholder's rights and any proxies granted, the Company will send to the Shareholder or his proxy holder on **25 August 2020, 16:00 CET** at the latest from the address: wza@orange.com to the email address provided by the Shareholder in the Statement, detailed instructions on how to register to a dedicated IT platform enabling participation in the General Meeting using electronic means of communication together with a login, which will also confirm the right to participate in the General Meeting using electronic means of communication. An SMS with a start password used for the first registration to this platform will be sent to the phone number indicated in the Statement.
11. The Shareholder's start password received from the Company for the IT platform dedicated to participate in the General Meeting by means of electronic communication is used only for the first registration to this platform. In order to maintain the security and confidentiality principles in using the platform, the Shareholder has to change the above password to his/her own as described in the instructions.
12. On **26 August 2020**, between **15:00** and **17:00 CET**, Shareholders will have the opportunity to test the correct functioning of their IT equipment, software and internet connection, which they will use to participate in the General Meeting using electronic means of communication, as well as become familiar with the principles of functioning of the platform made available for this purpose. Access to the tests will be possible via the link sent by email on **25 August 2020** from wza@orange.com.

13. In the case of any problems or questions regarding the use of the platform or how it works, the Shareholder will be able to use telephone technical support available on **26 August 2020 (from 15:00 to 17:00 CET)** and on **27 August 2020**, i.e. on General Meeting **from 10:00 CET** to the end of the General Meeting, or to report it to wza@orange.com. The technical support telephone number will be made available by the Company to the Shareholder or his proxy holder along with the instructions specified in point 10.

Limitation of the Company's liability

14. The Company is not responsible for any entrustment by the Shareholder of his login and password to participate in the General Meeting by means of electronic communication, to a third party.
15. In the case that technical problems caused by the Company prevent the shareholders from participating in the General Meeting by means of electronic communication, the Chairman of the General Meeting may order a break in the proceedings of the General Meeting until electronic communication is restored, provided that this does not cause significant disruptions in the course of the General Meeting.
16. The risk associated with the use of means of electronic communication in order to participate in the General Meeting, in particular arising from the inability to receive transmission, communication or exercise voting rights during the General Meeting due to failure or interference on the links is limited to the Shareholder and the Company assumes no responsibility in this respect.

Part B. Technical Requirements

1. To participate in General Meetings by electronic communication means the Shareholder or a proxy holder should have at his/her disposal:
 - a) a connection to the public Internet with a minimum bandwidth of 1 Mbps (constant bandwidth while using the platform),
 - b) a computer with the ability to play audio and receive video, working under the control of the Windows 10 operating system or macOS, with one of the following browsers installed: Firefox, Chrome or Safari (all the listed browsers are available for free download on the public Internet). It is not recommended to use Internet Explorer. In addition, JavaScript must be enabled in the browser (these are standard browser settings).
2. Lower bandwidth of the Internet connection and older versions of browsers may cause difficulties or prevent communication with the General Meeting room, delay the transfer, prevent voting.
3. During the use of the platform, it is suggested to the user not to use other applications that significantly burden the computer and communication link used by the platform.

Part C. Specimen Statement of the intention to participate in the General Meeting by electronic communication means

STATEMENT

I (We), the undersigned, being a Shareholder/representative of a Shareholder*) of Orange Polska S.A., based in Warszawa: declare that:

.....
.....

(Shareholder details: name and surname/company, address/registered office)

I (We) desire to participate in the **Extraordinary General Meeting** of Orange Polska S.A. convened for **27 August 2020**, at **11:00 CET** by electronic communication means.

I declare that as a Shareholder / a person authorised to represent the Shareholder, which is confirmed by the documents submitted to the Company*), and that I will personally participate in the General Meeting electronic communication means.

I declare that I will participate in the General Meeting with the number of shares / to be indicated on the list of Shareholders entitled to participate in the General Meeting of the Company, issued by KDPW*).

I hereby accept all the conditions and consequences of participating by electronic communication means in the General Meeting announced and published by the Company.

Details of Shareholder / person representing the Shareholder*) authorized to participate in General Meetings by electronic communication mean**):

Name and surname:

Address:

Personal ID no.:

Number of identity card/passport*

E-mail address for contact and login delivery:

Telephone number for contact / sending the password to login:

Signature(s) of shareholder/ persons authorised to represent the shareholder*:

.....

forename and surname / function

forename and surname / function

.....

place and date

place and date

*) - delete as appropriate

***) - personal data provided by the Shareholder will be processed by Orange Polska solely for the purpose of verifying and confirming his right to participate in the General Meeting by means of electronic communication

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

dated 27 August 2020

on nomination of the Chairman of the Extraordinary General Meeting

Pursuant to article 409 § 1 of the Commercial Companies Code and § 18 clause 1 of the Company's Articles of Association, the following is resolved:

§ 1

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

§ 2

The resolution enters into force upon adoption.

point 4.

of the meeting agenda

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

TRANSLATION

resolution no. 42/20

of Orange Polska S.A. Management Board
adopted reomotely

dated 21.07.2020

on a motion to an Extraordinary General Meeting to adopt the Remuneration Policy of the Management Board and the Supervisory Board members.

§ 1

The Orange Polska S.A. Management Board resolves to approach the Extraordinary General Meeting with a motion on the adoption of the Remuneration Policy of the Management and the Supervisory Board members, which constitutes the appendix no 1 to this resolution.

§ 2

The Orange Polska S.A. Management Board resolves to present the motion referred to in § 1 to the Supervisory Board in order to obtain its opinion pursuant to § 23 par. 2 pt. 7 of the Articles of Association of Orange Polska S.A.

§ 3

Draft of the relevant resolution of the Extraordinary General Meeting, as referred to in § 1, constitute attachment no 2 to this resolution.

Jean- François Fallacher

Mariusz Gaca

Bożena Leśniewska

Witold Drożdż

Jolanta Dudek

Piotr Jaworski

Jacek Kowalski

Maciej Nowohoński

Uchwała nr 37/20

(Resolution no.)

Rady Nadzorczej

(of the Supervisory Board of)

Orange Polska S.A.

z dnia (dated) 21.07.2020 r.

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 pozytywnie opiniuje wniosek Zarządu wyrażony w uchwale nr 42/20 z dnia 20 lipca 2020 roku w sprawie wystąpienia do Walnego Zgromadzenia z wnioskiem o podjęcie uchwały w sprawie zmiany Polityki wynagradzania Członków Zarządu oraz Rady Nadzorczej Orange Polska S.A.

on the amendment 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 expresses a positive opinion on the motion of the Management Board to the General Meeting, expressed in the resolution no. 42/20 dated 20 July 2020, to adopt a resolution on the amendment of the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

(English text of the resolution is the translation)

1. Maciej Witucki

2. Gervais Pellissier

3. Marc Ricau

4. Henryka Bochniarz

5. Thierry Bonhomme

6. Eric Debroeck

7. Ramon Fernandez

8. John Russell Houlden

9. Michał Kleiber

10. Patrice Lambert de Diesbach

11. Monika Nachyła

12. Maria Paśło-Wiśniewska

13. Jean-Michel Thibaud

14. Jean-Marc Vignolles

Attachment no. 2 to the resolution no. 42/20
of Orange Polska S.A. Management Board
dated 20.07.2020

Resolution No.

of the Annual General Meeting

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

on the adoption of the 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 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 30 of the Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A. is hereby repealed.

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.

The market competitiveness of remuneration for Members of the Management Board and other employees is monitored using the uniform method and data set, ensuring consistency in the planning of remuneration throughout the Company.

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, as well as they are taken into account in determining the targets which the variable remuneration component depends on. Some of objectives on whose implementation the payment of the variable remuneration component depends may be identical or similar for Members of the Management Board and for employees holding key positions in the Company.

Some of the remuneration elements to which Members of the Supervisory Board employed directly by the Company (e.g. contribution in the employee pension scheme, some nonmonetary benefits) are entitled are granted on the basis of internal regulations applicable also to the Company's employees other than Members of the Management Board and the Supervisory Board. As a result, the employees' salary 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.

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

A. For Members of the Management Board

1. base salary,
2. performance-based bonus (variable component of remuneration),
3. benefits and allocation benefits,
4. long-term capital remunerations (above one year),
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.

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) offers to change the remuneration for a Member of the Management Board whose term of office is in progress.
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) market competitiveness of the remuneration,
 - c) recommendations of the President of the Management Board (does not apply to the remuneration of the President of the Management Board),

- 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) individual contributions of Members of the Management Board to the implementation of the Company's strategy.
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. Performance-based Bonus – Variable Remuneration Component

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 semi-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 – common to all Members of the Management Board,
 - b) individual objectives related to the specific nature of the function performed in the Management Board by a Member of the Management Board.
4. These objectives may be qualitative or quantitative. The Remuneration Committee of the Supervisory Board recommends to the Supervisory Board the half-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 President of the Management Board,
 - d) recommendations of the Member of the Management Board responsible for managing human resources in the Company.
5. Based on the recommendations of the Remuneration Committee of the Supervisory Board, the Supervisory Board determines the semi-annual objectives for each Member of the Management Board.
6. 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 half-year at the latest.
7. 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 semi-annual objectives are assumed.

8. The evaluation of the achievement of objectives after the end of the half-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) opinions of the Remuneration Committee of the Supervisory Board.
9. 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.
10. 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 half-year which the assessment concerns, unless some data necessary for the evaluation of the objective implementation are available later. 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 by this Member of the objectives, the Company's internal regulations do not provide for any case in which the remuneration paid should be reimbursed. In particular, the Member of the Management Board is not obliged to reimburse this component in the case of:
 - a) the calculation of the variable remuneration component on the basis of incorrect data obtained from the market or another source, irrespective of the cause of the error,
 - b) payments on account of annual objectives after the expiry of the first half of the year if objectives for the entire year are not fulfilled to a degree sufficient to obtain the variable remuneration component paid after the expiry of the first half of the year.
11. In addition, the President 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 or non-financial objective. The decision to establish an additional bonus, its amount (maximum 40% of the annual basic remuneration) and the conditions for obtaining it is made by the Supervisory Board at the request of the Remuneration Committee of the Supervisory Board. The Supervisory Board at the request of the Remuneration Committee of the Supervisory Board may grant the right to the additional bonus to one or more Members of the Management Board, specifying detailed rules in a resolution (maximum 35% of the annual basic remuneration).

III. Benefits

1. In connection with performing functions in the Management Board, 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.

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 on 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, 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. The scope and detailed rules of access to benefits referred to above are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee of the Supervisory Board within the determination of templates of agreements for Members of the Management Board employed by the Company or individually by a resolution of the Supervisory Board in relation to benefits offered to a given Member of the Management Board.

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

1. The achievement of long-term (above one year) objectives of the Company or Orange SA 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 includes the settlement of business performance for periods

of more than one year, or performance for shorter periods taking place later than one year from the implementation date of the programme.

3. 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.
4. The terms of the programmes referred to in section 1 are approved by the Supervisory Board after obtaining a recommendation of the Remuneration Committee.

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 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. For 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 performed by them in the Board.

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 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 Orange SA employees or of Orange SA 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 the Member of the Supervisory Board duties, including in the form of insurance protection.

Both Members of the Management Board and 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 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. [●] dated [●], adopted the Remuneration Policy for the Management Board and the Supervisory Board of Orange Polska S.A.

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.

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.

Adoption of a new remuneration policy as well as 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.

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 Procurement and Terms of Introducing Financial Instruments to Organised Trading and on Public Companies.

Conditions of employment, including the amounts 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.