

*Attachment No 1  
to the Supervisory Board  
Regulations  
of Orange Polska S.A.*

**TERMS OF REFERENCE  
OF ORANGE POLSKA SUPERVISORY BOARD'S  
AUDIT COMMITTEE**

**1. General Provisions**

The Audit Committee of the Orange Polska Supervisory Board is (hereinafter referred to as the Committee) an advisory committee acting under the SVB.

**2. Composition of the Committee**

- 1) The Committee is established by the SVB and is composed of the SVB members.
- 2) The SVB appoints the Chairman of the Committee.
- 3) The Chairman of the Committee will be an Independent Director who has relevant experience and qualifications in finance, accounting and audit.
- 4) The Chairman of the Committee manages the Committee's work.

**3. Proceeding**

- 1) The Audit Committee shall meet at least on a quarterly basis before the publication of the Company's financial statements.
- 2) The Chairman of the Committee may invite Members of the SVB or Management Board, Company employees, statutory auditors of the Company and other persons to the Committee meetings.
- 3) The Committee makes its decisions by an ordinary majority of votes. In the case of votes tie, the vote of the Chairman of the Committee shall prevail.
- 4) The Committee Members may attend the Committee meetings and vote personally or using direct remote communication media.
- 5) Meetings of the Audit Committee shall be convened by the Chairman of the Committee. The information about the meeting shall be delivered to the Committee members at the latest 5 days before the meeting, but in sudden cases not later than one day before the meeting.
- 6) The Chairman of the Committee may appoint the Committee Secretary, whose task shall include, especially, preparation of the meeting agenda, organisation of distribution of documents and development of minutes from the Committee meetings.

**4. Tasks of the Committee**

The task of the Committee is to advise the SVB on correct implementation of budgetary and financial reporting and internal control principles of the Orange Polska Capital Group and to co-operate with the auditors of the Company.

The key functions of the Audit Committee include:

- 1) Monitoring the integrity of the financial information provided by the Company in particular by reviewing:
  - a. The relevance and consistency of the accounting methods used by the Company and the Orange Polska Capital Group, including the criteria for the consolidation of the financial results;
  - b. Any changes to accounting standards, policies and practices;
  - c. Major areas of financial reporting subject to judgment;
  - d. Significant adjustments arising from the audit;
  - e. Statements on going concern;
  - f. Compliance with the accounting regulations;

- 2) Reviewing at least annually the Orange Polska Capital Group's system of internal control and risk management systems with a view to ensuring, to the extent possible, that the main risks (including those related to compliance with existing legislation and regulations) are properly identified, managed and disclosed;
- 3) Reviewing annually the Internal Audit programme, including the review of independence of the Internal Audit function, and its budget, and coordinating between the internal and external auditors;
- 4) Analysing reports of the Company's Internal Audit and major findings of any other internal investigations and responses of the Management Board to them;
- 5) Making recommendations in relation to the engagement, termination, appraisal and/or remuneration (including bonuses) of the Director of the Internal Audit ;
- 6) Reviewing and providing an opinion to the Company's Management Board and/or the SVB (where applicable) on significant transactions with related parties as defined by the corporate rules;
- 7) Monitoring the independence and objectivity of the Company's external auditors and presentation of recommendations to the SVB with regard to selection and remuneration of the Company's auditors, with particular attention being paid to remuneration for additional services;
- 8) Reviewing the issues giving rise to the resignation of the external auditor;
- 9) Discussing with the Company's external auditors before the start of each annual audit on the nature and scope of the audit and monitoring the auditors' work;
- 10) Discussing (in or without the presence of the Company Management Board) of any problems or reservations, resulting from the financial statements audit;
- 11) Reviewing the effectiveness of the external audit process, and the responsiveness of the Management Board to recommendations made by the external auditor;
- 12) Considering any other matter noted by the Audit Committee or the SVB;
- 13) Regularly informing the SVB about all important issues within the Committee's scope of activity;
- 14) Providing the SVB with its annual report on the Audit Committee's activity and results.

#### 5. Authorities of the Committee

- 1) The Committee shall be entitled to:
  - a) investigate any activity of the Company important from the point of view of the Committee's tasks,
  - b) request the Management Board and employees of the Company to provide any information, reports and explanations, review books and documents, and directly check the financial standing of the Company and audit the activities of its plants,
  - c) request the Management Board, if required, to demand experts to develop expertise or opinions;
- 2) The Company's employees are obliged to co-operate with the Committee within the area required to execute its tasks.