

**REPORT**  
**on the activity of the Remuneration Committee**  
**of the Supervisory Board of Orange Polska S.A. in 2014**

The Remuneration Committee was established by virtue of the Resolution of the Supervisory Board no. 385/04 dated June 16, 2004 regarding TP S.A. Supervisory Board's Remuneration Committee establishment as consultative body acting under the Supervisory Board.

The task of the Committee is to advise the Supervisory Board and Management Board on general remuneration policy of Orange Polska Group and to make recommendations on appointments to the Management Board, performance objectives, conditions of remuneration and amounts of bonuses for the Members of the Management Board.

**Composition:**

In 2014, the Remuneration Committee was composed of the following persons:

Chairman: Dr. Wiesław Rozłucki ("Independent Director")

Members: Benoit Scheen - until August 31, 2014  
Prof. Andrzej K. Koźmiński ("Independent Director")  
Marc Ricau  
Valérie Thérond – from October 9, 2014

The Secretary of the Committee was Jacek Kowalski, Management Board Member in charge of Human Resources.

**Activity in 2014:**

In 2014, the Remuneration Committee held 5 meetings and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. RemCo provided a positive opinion on the Remuneration policy in Orange Polska, and accepted the implementation of this document to the Orange Polska Group Annual Report for 2013.
2. RemCo provided an overview of the employment conditions of the Management Board Members following the Remuneration Policy and the Performance Management system rules, and recommended to standardize from the 1st of January 2014 conditions of the variable part of remuneration for the Management Board Members in Orange Polska.
3. RemCo monitored Executive Directors remuneration level to keep consistency in the area of remuneration.
4. Recommendation to the Supervisory Board regarding appointments and the contract conditions of: Management Board Member in Charge of Finance - CFO; Management Board Member in Charge of Human Resources and Vice-President of Management Board in charge of Operations.
5. RemCo positively recommended Mariusz Gaca's nomination as Vice-President of Orange Polska.
6. RemCo provided a positive recommendation on the variable part of remuneration for the Vice-President of Management Board in charge of Value Management and Convergence.
7. Evaluation of MBOs of the Management Board Members for H2 2013, overview and final approval of the goals for H1 2014 and overview of the goals for H2 2014.

Wiesław Rozłucki  
Chairman of the Remuneration Committee  
*March 12, 2015*