

REPORT
on the activity of the Remuneration Committee
of the Supervisory Board of Orange Polska S.A. in 2013

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 2013, the Remuneration Committee was composed of the following persons:

Chairman:

Dr. Wiesław Rozłucki ("Independent Director")

Members:

Benoit Scheen

Andrzej K. Koźmiński ("Independent Director") – from September 19, 2013

Marc Ricau

Sławomir Lachowski ("Independent Director") – from April 11 until September 19, 2013

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

Activity in 2013:

In 2013, the Remuneration Committee held 6 meetings and in particular developed recommendations for Supervisory Board consideration focused on the following remuneration-related issues:

1. Debate on Compliance of the Management Board remuneration structure and policy with the provisions of the European Commission Recommendation.
2. Discussion and acceptance of the Remuneration Policy in Orange Polska.
3. Discussion on the bonus system for the Management Board Members: 6 months versus 12 months and recommendation for the SVB.
4. Acceptance of the draft of resolution "on obligations of a TP S.A. management Board Member serving as a supervisory board or a management board member of an entity not being a subsidiary of Orange".
5. Recommendation to the SVB regarding appointment and conditions of employment for CEO.
6. Recommendation to the SVB regarding level of variable part of remuneration of CEO.
7. Discussion on the Remuneration policy in Orange Polska in the context of the variable part of the remuneration.
8. Evaluation of MBOs of the Management Board Members for H2 2012, overview and final approval of the goals for H1 2013 and for H2 2013.

Wiesław Rozłucki

Chairman of the Remuneration Committee

March 17, 2014

