

Current report 9/2021
Orange Polska S.A. – Warsaw, Poland
27 May 2021

Pursuant to art. 19, clause 1, item 2 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. (“Orange Polska”, “the Company”) submits drafts of the resolutions to be adopted on the Ordinary Annual General Meeting to be held on June 25, 2021.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021
on election of the Chairman of the Annual 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 Annual General Meeting nominates Mr/s.as the Chairmen of the Annual General Meeting.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021
on approval of the Orange Polska S.A. IFRS financial statements for 2020***

On the basis of art. 53 clause 1 of the Accounting Act and art. 393 item 1, art. 395 § 2 item 1 of the Commercial Companies Code and § 13 item 1 of the Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Orange Polska S.A. IFRS financial statements for 2020 which include:

- 1) income statement for 2020 showing net income of PLN 47 million (in words: PLN forty seven million),
- 2) statement of comprehensive income for 2020 showing total comprehensive income of PLN 34 million (in words: PLN thirty four million),

- 3) statement of financial position as at 31 December 2020, with the balance sheet total of PLN 23,904 million (in words: PLN twenty three billion nine hundred and four million),
- 4) statement of changes in equity for 2020 showing an increase in equity by PLN 43 million (in words: PLN forty three million),
- 5) statement of cash flows for 2020 showing a decrease in net cash and cash equivalents by PLN 46 million (in words: PLN forty six million),
- 6) notes to the financial statements.

§ 2

The resolution comes into force on the day of its adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021
on distribution of Orange Polska S.A. net profit for the 2020 financial year***

On the basis of art 395 § 2 item 2 of the Commercial Companies Code and § 13 point 2 of Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The net profit of Orange Polska S.A. for the 2020 financial year of PLN 46,754,503.75 (in words: PLN forty six million, seven hundred and fifty four thousand, five hundred and three 75/100) shall be divided in the following manner:

- 1) to the reserve capital, referred to in § 31 clause 3 of the Articles of Association – PLN 935,090.08 (in words: PLN nine hundred and thirty five thousand and ninety 08/100),
- 2) to the reserve capital – PLN 45,819,413.67 (in words: PLN forty five million, eight hundred and nineteen thousand, four hundred and thirteen 67/100).

§ 2

The amount allocated to the reserve capital, referred to in § 1 point 2 may be distributed as a dividend.

§ 3

The resolution comes into force on the day of its adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021
on distribution of the Orange Polska S.A. net profit from previous years***

On the basis of art 395 § 2 item 2 of the Commercial Companies Code and § 13 item 2 of Orange Polska S.A. Articles of Association, the following resolution is hereby adopted:

§ 1

The net profit from previous years of Orange Polska S.A. disclosed in the Company's Financial Statements for the 2020 financial year of PLN 18 055 143.94 (in words: PLN eighteen million fifty five thousand one hundred and forty three 94/100), shall be distributed in the following manner:

- 3) to the reserve capital, referred to in § 31 clause 3 of the Articles of Association – PLN 361,102.88 (in words: PLN three hundred and sixty one thousand, one hundred and two 88/100),
- 4) to the reserve capital – PLN 17,694,041.06 (in words: PLN seventeen million, six hundred and ninety four thousand, forty one 06/100).

§ 2

The amount allocated to the reserve capital, referred to in § 1 point 2 may be distributed as a dividend.

§ 3

The resolution comes into force on the day of its adoption.

Reasons

The correction of PLN 18 million in 2020 relates to:

- 1) changes of accounting policy in respect of the determination of the lease term of cancellable lease – a loss in the amount of PLN 9 million recognised directly in retained earnings,
- 2) the impact of corrections resulting from immaterial errors in prior periods relating to capitalization of some indirect employee benefits as property, plant and equipment and other intangible assets and write-off of other non-current assets – a profit in the amount of PLN 27 million recognised directly in retained earnings.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021***

on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2020 financial year

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code, the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2020 financial year.

§ 2

The resolution comes into force on the day of its adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021***

on approval of the IFRS consolidated financial statements for 2020

On the basis of art. 63c clause 4 of the Accountancy Act and art. 395 § 5 of the Commercial Companies Code the following resolution is hereby adopted:

§ 1

The Annual General Meeting approves the Orange Polska Group IFRS consolidated financial statements for 2020, which include:

- 1) consolidated income statement for 2020 showing net income of PLN 46 million (in words: PLN forty six million), including net income attributable to owners of Orange Polska S.A. of PLN 46 million (in words: PLN forty six million),
- 2) consolidated statement of comprehensive income for 2020 showing total comprehensive income of PLN 33 million (in words: PLN thirty three million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 33 million (in words: PLN thirty three million),
- 3) consolidated statement of financial position as at 31 December 2020, with the balance sheet total of PLN 24,300 million (in words: PLN twenty four billion three hundred million),
- 4) consolidated statement of changes in equity for 2020 showing an increase in total equity by PLN 42 million (in words: PLN forty two million), including an increase in equity attributable to owners of Orange Polska S.A. by PLN 42 million (in words: PLN forty two million),
- 5) consolidated statement of cash flows for 2020 showing a decrease in net cash and cash equivalents by PLN 48 million (in words: PLN forty eight million),

6) notes to the consolidated financial statements.

§ 2

The resolution comes into force on the day of its adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021***

on approval of the Supervisory Board report for the 2020 financial year

Pursuant to § 13 clause 12 of the Company's Articles of Association, the following is resolved:

§ 1

The Supervisory Board of the Orange Polska S.A. report for the 2020 financial year is approved.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021***

***on granting approval of the performance of duties of the Management Board's
President/member of Orange Polska S.A.***

Pursuant to article 393 point 1 and article 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr/s of his/her duties as the President / a member of the Orange Polska S.A. Management Board in financial year 2020 is granted.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 25 June 2021***

***on granting approval of the performance of duties of the Supervisory Board member of
Orange Polska S.A.***

Pursuant to article 393 point 1 and article 395 § 2 point 3 of the Commercial Companies Code and § 13.3 of the Company's Articles of Association, the following is resolved:

§ 1

The approval of the performance by Mr/s. of his/her duties as a member of the Orange Polska S.A. Supervisory Board in financial year 2020 is granted.

§ 2

The resolution enters into force upon adoption.

- Draft -

Resolution no [...] of Annual General Meeting of Orange Polska S.A. dated 25 June 2021

on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board

Pursuant to § 13 clause 12 of the Company's Articles of Association, the following is resolved:

§ 1

A positive opinion on the annual report on remuneration prepared by the Supervisory Board is expressed.

§ 2

The resolution enters into force upon adoption.

- Draft -

Resolution no [...] of Annual General Meeting of Orange Polska S.A. dated 25 June 2021

on appointment/removal of a Supervisory Board member

Pursuant to article 385 of the Commercial Companies Code and § 13.9 of the Company's Articles of Association, the following is resolved:

§ 1

Mr/s. is appointed/removed to/from the Orange Polska S.A. Supervisory Board.

§ 2

The resolution enters into force upon adoption.

Candidates to the Supervisory Board of Orange Polska S.A. to be discussed during the Annual General Meeting on 25 June 2021

Due to the fact that seven Orange Polska S.A. Supervisory Board members' mandates would expire at the Annual General Meeting of Orange Polska S.A scheduled for June 21,2021 Orange SA informed Orange Polska S.A. that it intends to propose the following persons as candidates for Orange Polska S.A. Supervisory Board Members at the Meeting:

- Mr. Philippe Béguin
- Ms. Bénédicte David
- Mr. Ramon Fernandez
- Ms. Mari-Noëlle Jégo-Laveissière
- Ms, Maria Pasło-Wiśniewska - (independent candidate)
- Ms, Wioletta Rosołowska - (independent candidate)
- Mr. Jean-Marc Vignolles

Resume of the candidates:

Philippe Béguin (born in 1970) is Senior Vice President Group regulatory affairs at Orange since 1 January 2021.

He started his career in 1997 as project manager for the deployment of Internet networks within France Telecom - Orange. He then managed the Information System department for IP and ATM networks.

He then joined the wholesale division where he was first Marketing Director, and became Director of THD networks, in charge of defining and marketing Orange's wholesale FttH offers and managing Orange's public initiative networks.

In 2017, he joined the Regulatory Affairs Department in charge of regulation in France.

Philippe Béguin is a graduate from Ecole Normale Supérieure and Ecole Nationale Supérieure des Télécommunications.

Bénédicte David (born in 1964) since October 2020, she works in Orange Wholesale and International Network division in charge of wholesale line of business for all international Orange Affiliates in Europe (except Orange France) and Middle East & Africa.

She joined the Orange Group in September 1989 and dedicated her entire career in accompanying the key evolutions of the company. She occupied multiple senior management positions at Orange France, than in Orange Group Innovation division, including the launch of Innovation Centers dedicated to Middle East & Africa Orange affiliates. She then moved up in 2015 to Orange Middle East & Africa zone (OMEA) as Head of Strategy & Customer experience, and then in September 2016, as Head of the West and Central Africa Zone in charge of 6 OMEA affiliates, a position that led her to become Board members of all these affiliates as well as Chairman of the Board of Orange Cameroun and Orange Central African Republic.

She graduated from the French school « Ecole Normale Supérieure – ENS » (Paris) with a specialization in Physics.

She also holds a Master's degree in telecommunications at ParisTech College (Paris) as well as an executive certificate in business management at CEDEP executive management school (Fontainebleau, France).

Ramon Fernandez (born in 1967) Delegate CEO, Finance, Performance and Development Ramon Fernandez has been Delegate CEO of Orange SA since January 1, 2016. He is also Executive Director Finance, Performance and Development since September 1, 2020. He joined the Orange group on September 1, 2014 as Deputy Managing Director in charge of the Group's finance and strategy. From May 2018 to the end of August 2020, he was Executive Director Finance, Performance and Europe. Ramon Fernandez is also Chairman of the Board of Orange Bank, and Compagnie Financière of Orange Bank, member of the Boards of Orange Middle East and Africa, Medi Telecom, and Buyin, member of the Supervisory Boards of Orange Polska SA, Iris Capital Management SAS and Orange Ventures. He is also member of the Boards of Axa, of the Fondation Nationale des Sciences Politiques, as well as the Institut du Capitalisme Responsable. He spent two years with the International Monetary Fund in Washington (1997 to 1999) before returning to the French Treasury, where he had briefly worked after he graduated. This time, he went on to hold a number of important positions in different areas. Mr. Fernandez was also Advisor to the Minister of the Economy, Finance and Industry (2002-2003) and to the President of the French Republic (2007-2008). He was then appointed Chief of Staff to the Minister of Labour, Social Relations, Family and Solidarity (2008-2009). Mr. Fernandez arrived at Orange from his former position as Chief Executive Officer of the French Treasury, which he had held since 2009, and Chairman of the France Trésor Agency and Chairman of the Club de Paris. Mr. Fernandez is a graduate of the Institut d'Études Politiques in Paris and the École Nationale d'Administration (1993).

Member of the Orange Polska Supervisory Board since October 9, 2014.

Mari-Noëlle Jégo-Laveissière (born in 1968) holds the position of Orange Deputy CEO in charge of Europe since September 1st 2020. She joined the Orange Group Executive Committee in 2014, as Deputy CEO in charge of Technology and Global Innovation.

She held various executive positions in the Group since she joined the France Telecom Group in 1996: Senior Vice President of International & Backbone Network Factory, Senior Vice President for Research and Development, Vice President for the Home Marketing Division of Orange France, Head of the French Region, where she was in charge of technical & commercial entities for mass markets and business clients.

Mari-Noëlle obtained an engineering degree from Ecole des Mines de Paris. She is a post-graduate in quantum chemistry with a doctor's degree from the University of Paris XI-Waterloo University and Ecole Normale Supérieure. She is a Board Member of Engie and Valeo, a member of the Médecins du Monde Foundation and President of the School Council of Telecom ParisTech.

Member of the Orange Polska Supervisory Board since October 20, 2020.

Maria Pasło-Wiśniewska (born in 1959), Ph.D. in sociology, economist, graduated from the University of Economics in Poznan and the Kellogg School of Management at the Northwestern University in Chicago. She started her professional career at Narodowy Bank Polski (the Polish National Bank). Between 1988 and 1996 she worked at Wielkopolski Bank Kredytowy in Poznan reaching the position of Vice-President of the Management Board. In 1997, she was the President of the Management Board of TFI SKARBIEC (the SKARBIEC

Mutual Fund). As the President of the Management Board of Pekao SA in 1998-2003, Maria Pasło-Wiśniewska conducted the merger of four banks of the Pekao Group, followed by privatization and restructuring (as a result of the transformation Pekao SA became the largest – in terms of accumulated capital – and one of the most efficient banks in Central and Eastern Europe). Between 2008 and 2012 she was the President of the Management Board of the Corporation of European Pharmaceutical Distributors NV in Amsterdam, a company to become Europe's fourth largest in terms of the number of managed pharmacies.

She also served a number of other functions including the chairmanship of supervisory boards of Allianz Bank Poland SA (2008-2011) and DOZ SA (2008-2012), as well as non-executive Board membership at UAB NFG (2010-2012). In 2005-2007 she was a member of the Sejm (the lower house of the Polish Parliament).

She is a member of the Programme Board of the Institute of Public Affairs, the Chairman of the Advisory Council of the Lewiatan Confederation, the largest organisation of private employers in Poland and Vice President of the Management Board of the “Artes Liberales” Institute which operates at the University of Warsaw. She lectures leadership sociology at the University of Warsaw.

Member of the Orange Polska Supervisory Board since April 9, 2015.

Wioletta Rosołowska (born in 1964) as the CEO/ General Manager L'Oréal for the Austrian/German market drives forward with her team the sustainable growth of the business agenda of L'Oréal, the world leader in beauty. L'Oréal Austria/Germany markets represent one of the biggest consumer markets for these beauty categories worldwide with a strong vision and transformation agendas in Beauty Tech and Sustainability.

Wioletta Rosołowska before that represented L'Oréal as President of the Management Board of the L'Oréal Poland Baltics , being responsible for leading the business of in these four countries. In her leadership role she led all four Divisions: Consumer Goods, Professional Division, Luxe Division and Active Cosmetics Division, with Distribution Centre Operation and co-responsibility for L'Oréal Warsaw Plant located in Poland.

Before joining L'Oréal, Wioletta Rosołowska had been working at Tchibo GmbH for 20 years. The last six years she was responsible as Executive Board Member for Central Eastern Europe. She was also Supervisory Board Member (2007-2013), being responsible for the FMCG part of the business, retail and E-Commerce in eleven countries in Eastern and Central Europe.

Wioletta Rosołowska's expertise was called upon as the Supervisory Board Member of Bank Pekao S.A. (2012-2016) and as an Independent Board Member of Wizz Air Holdings (2016 - 2018).

Wioletta Rosołowska honoured her leadership skills at Business Schools in INSEAD Alumni and Harvard Business School. Among different Executive Studies Wioletta Rosolowska accomplished International Director Program at Insead with certification in Corporate Governance.

Wioletta Rosołowska remains a Member of the Executive Committee of the Industry Associations in Austria and Germany.

She is a Member of the worldwide business executives organization YPO Gold (since 2001) and Program Council Member of United Nations Global Compact - the world's largest initiative for corporate social responsibility and sustainable development.

Jean-Marc Vignolles (born in 1953) was appointed Chief Operating Officer for Europe, as from May 2018 and a Member of Orange Group Management Committee until April 2020.

In March 2016, Jean-Marc Vignolles was appointed Deputy General Manager and Chief Operating Officer (COO) of Orange Middle East and Africa (OMEA) Holding company, monitoring the operational performance of Orange subsidiaries within the MEA region. He has been Member of the Board of Directors of several companies of Orange Group in various countries in Europe, Middle East and Africa.

From 2007 to 2015, Jean-Marc Vignolles was Chief Executive Officer of Orange Spain, which, under his leadership and following the acquisition of Jazztel in 2015, grew to number two position on the Spanish market. Prior to that, he was the COO (2001-2004) and CEO (2004-2007) of PTK Centertel sp. z o.o. as well as member of the Management Board of Telekomunikacja Polska S.A. (2004-2007) – presently both operating under a name Orange Polska S.A.

Beginning 1983, Jean-Marc Vignolles worked at France Telecom, occupying various key, upper-level positions, including Vice President for Central and Eastern Europe in the International Development Division (1994-2000), Key Account Manager in the France Telecom Key Account Division (1990-1994), and Head of Department in the IT Division (1983-1990).

Mr. Vignolles received his Agrégation d'anglais certification in 1977 and graduated from Institut d'Etudes Politiques (Paris) in 1976 and from Ecole Normale Supérieure in 1973.

Member of the Orange Polska Supervisory Board since April 20, 2018.