

Current report 6/2022
Orange Polska S.A. – Warsaw, Poland
25 March 2022

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 22 April 2022.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 22 April 2022
on nomination of the Chairman of the Annual General Meeting***

§ 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 22 April 2022
on approval of the Orange Polska S.A. IFRS financial statements for 2021***

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 2021 which include:

- 1) income statement for 2021 showing net income of PLN 916 million (in words: PLN nine hundred and sixteen million),
- 2) statement of comprehensive income for 2021 showing total comprehensive income of PLN 1,223 million (in words: PLN one billion two hundred and twenty three million),
- 3) statement of financial position as at 31 December 2021, with the balance sheet total of PLN 24,838 million (in words: PLN twenty four billion eight hundred and thirty eight million),
- 4) statement of changes in equity for 2021 showing an increase in equity by PLN 1,234 million (in words: PLN one billion two hundred and thirty four million),
- 5) statement of cash flows for 2021 showing an increase in cash and cash equivalents by PLN 585 million (in words: PLN five hundred and eighty five 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 22 April 2022
on distribution of Orange Polska S.A. profit for the 2021 financial year***

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

§ 1

The net income of Orange Polska S.A. for the 2021 financial year of PLN 915,493,003.09 (in words: PLN nine hundred and fifteen million four hundred and ninety three thousand three 09/100) shall be divided in the following manner:

- 1) for a dividend – PLN 328,089,369.75 (in words: PLN three hundred and twenty eight million eighty nine thousand three hundred and sixty nine 75/100).
The amount of dividend shall be PLN 0,25 (in words: twenty five groszy) for each entitled share.
- 2) to the reserve capital, referred to in § 31 clause 3 of the Articles of Association – PLN 18,309,860.06 (in words: PLN eighteen million three hundred and nine thousand eight hundred and sixty 06/100).
- 3) to the reserve capital – PLN 569,093,773.28 (in words: PLN five hundred and sixty nine million ninety three thousand seven hundred and seventy three 28/100).

§ 2

The amount allocated to the reserve capital, referred to in § 1 point 3 may be distributed as a dividend.

§ 3

Persons being the Company's shareholders on 22 June 2022 (the Dividend Day) shall be entitled to the dividend.

§ 4

The dividend shall be paid on 6 July 2022.

§ 5

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

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 22 April 2022
on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2021 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 2021 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 22 April 2022***

on approval of the Orange Polska Group IFRS consolidated financial statements for 2021

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 2021, which include:

- 1) consolidated income statement for 2021 showing net income of PLN 1,672 million (in words: PLN one billion six hundred seventy two million), including net income attributable to owners of Orange Polska S.A. of PLN 1,672 million (in words: PLN one billion six hundred seventy two million),
- 2) consolidated statement of comprehensive income for 2021 showing total comprehensive income of PLN 2,001 million (in words: PLN two billion one million), including total comprehensive income attributable to owners of Orange Polska S.A. of PLN 2,001 million (in words: PLN two billion one million),
- 3) consolidated statement of financial position as at 31 December 2021, with the balance sheet total of PLN 26,157 million (in words: PLN twenty six billion one hundred and fifty seven million),
- 4) consolidated statement of changes in equity for 2021 showing an increase in total equity by PLN 2,012 million (in words: PLN two billion twelve million), including an increase in equity attributable to owners of Orange Polska S.A. by PLN 2,012 million (in words: PLN two billion twelve million),
- 5) consolidated statement of cash flows for 2021 showing an increase in cash and cash equivalents by PLN 574 million (in words: PLN five hundred and seventy four 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 22 April 2022***

on approval of the Supervisory Board report for the 2021 financial year

§ 1

The Supervisory Board of the Orange Polska S.A. report for the 2021 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 22 April 2022
on granting approval of the performance of duties of the Management Board's President/member***

§ 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 2021 is granted.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 22 April 2022
on granting approval of the performance of duties of the Supervisory Board member***

§ 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 2021 is granted.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 22 April 2022
on expressing an opinion on the annual report on remuneration prepared by the Supervisory Board***

§ 1

A positive opinion on the annual report on remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021 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 22 April 2022
on adopting the Diversity management policy for Members of the Supervisory Board***

§ 1

The Annual General Meeting adopts the Diversity management policy for Members of the Supervisory Board of Orange Polska S.A., attached hereto.

§ 2

The resolution enters into force upon adoption.

Attachment

Diversity management policy for Members of the Supervisory Board

The diversity management policy for Members of the Supervisory Board ("Policy") supports the adherence to the highest corporate governance standards and the achievement of Orange Polska S.A. ("Orange Polska") business goals. It also supports the adherence to the values contained in Orange Polska's Code of Ethics and the implementation of the Company's CSR strategy and the goals of Sustainable Development.

This Policy is consistent with the Diversity Management Policy of Orange Polska adopted on 19 September 2016. It is also a reference to Orange Group's principles and standards with regard to diversity management.

The purpose of the Policy is to:

- 1) determine the standards that must be met in order for positions in the Company's supervisory bodies to be occupied by persons with appropriate qualifications, substantive knowledge, skills, professional experience, predispositions and reputation appropriate to perform such function.
- 2) Implement solutions for equal treatment and diversity in relation to the Supervisory Board of Orange Polska.

§ 1

Diversity Principles

In the process of selection of members of Orange Polska's the Supervisory Board, the General Meeting:

- 1) makes decisions on the selection of Supervisory Board members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates.
- 2) ensures that the Supervisory Board members of management bodies include people of diverse gender, age, specialist knowledge, education and professional experience.
- 3) ensure the presence of at least four members of the Supervisory Board who meet the independence criteria specified in the Act of 11 May 2017 on statutory auditors, audit firms and public oversight, as well as the Company's Articles of Association and have no real and significant connections with a shareholder holding at least 5% of the total number of votes in the Company.
- 4) with regard to gender diversity, it aims to keep a women participation of at least 30%.

§ 2

Policy Implementation

1. The report on the implementation of the Policy is presented annually to the the General Meeting.
2. Information on the implementation of the Policy shall be included in the annual report of the Supervisory Board and in the Company's Management Board.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 22 April 2022
on appointment/removal of a Supervisory Board member***

§ 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 22 April 2022

Due to the fact that five Orange Polska S.A. Supervisory Board members' mandates would expire at the Annual General Meeting of Orange Polska S.A. scheduled for 22 April 2022 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. Bartosz Dobrzyński
- Ms. Monika Nachyła
- Mr. Marca Ricau
- Mr. Jean-Michel Thibaud
- Mr. Maciej Witucki

Resume of the candidates:

Bartosz Dobrzyński (born 1970) started a professional career as a journalist in the mid 90-ties before moving to marketing roles. Spent over 20 years in the telecommunication sector with the most notable position as a head of consumer propositions at Orange (2001-2008) and later as CMO, member of the Management Board of Play (2008-2018). During its tenure Play, starting from scratch, became one of the leading operators in the mobile market.

After leaving Play he was involved in advising various companies and startups in the fields of business models and marketing.

Educated at Warsaw University (journalism, MBA) and IESE Barcelona (Advanced Management Program)

Monika Nachyła (born 1968), non-executive director with many years of international, C-suite experience in the areas of private equity, investor relations, ESG and sustainability, operational financial management and strategy development. Monika Nachyła is a graduate of the Warsaw School of Economics. She holds also post-graduate diplomas in social psychology and agriculture.

She began her professional career as an auditor at Arthur Andersen in Warsaw and Salustro Reydel in Paris. Between 1995 and 2000, she held the position of CFO at Sanofi-Synthélabo, greatly contributing to its success as one of the major players in the pharmaceutical market in Poland. From 2000 to 2011, she has been active in the private equity sector. As the Vice President for Portfolio & Fund Operations of Innova Capital she supervised its portfolio companies. Subsequently, as the Partner in charge of Investor Relations at Enterprise Investors, she was responsible for fundraising and investor relations.

In 2011, she joined the Supervisory Board of one of the leading Polish banks BGŻ (controlled by Rabobank; currently BNP Paribas) as a non-executive director of the Supervisory Board and an Audit Committee. From 2013 to 2015, she served as the Vice President of BGŻ Management Board responsible for the strategy and development as well the bank's strategic agribusiness division.

Since May 2017, she is a Partner at Abris Capital Partners, private equity fund manager investing in Central Europe, where she has been responsible for investor relations, public relations, ESG (responsible investing standards) and supervision of selected portfolio companies. She is also a member of the Abris Management Committee.

She acted as a non-executive director of multiple supervisory boards (BGŻ BNP Paribas, Allianz Polska, Euler Hermes Polska, Mykogen), focusing on monitoring of the key performance indicators (KPI), shareholders value creation and senior management coaching. At the Polish Private Equity and Venture Capital Association, she chaired the Corporate Governance Committee and was a member of the Investor Relations Taskforce.

At present, she serves as a member of the Supervisory Board and the Risk Committee of Bank BGŻ BNP Paribas, a member of the Supervisory Board of Graal and the Chairwoman of the Supervisory Board of Velvet Care. In addition, she is a member of the Board and the ESG Committee at the Polish Private Equity and Venture Capital Association.

Member of the Orange Polska Supervisory Board since 24 April 2019.

Marc Ricau (born 1960) has been working in France Telecom Orange group since 1986. He is graduate of IEP (Science Po Paris) & ENSPTT School and has a master degree in statistical and software techniques. He took different positions during his professional career in telecommunications area both abroad, as managing director of FCR consulting in Mexico, and in France, mainly in commercial areas and customer services but also in finance and network management.

Marc joined Orange AMEA (Africa, Middle East and Asia) in 2009, as Country and Partnerships Vice-President for the zone and was a member of several boards of subsidiaries in Africa (Orange Mali, Orange Guinea, Orange Niger, Orange Bissau and Sonatel Multimedia) until early 2013. He was also responsible for the development of new projects and businesses, mainly focused on improving the daily life of population in developing African countries in the areas of telco services in agriculture, health, education and entrepreneurship, among others.

In November 2012, Marc joined the Orange Europe Division as Vice-President of Poland Operations and simultaneously became a member and Secretary of the Supervisory Board of Orange Polska as well as a member of the Audit Committee and Remuneration Committee of Orange Polska.

In 2015 - 2017 he was a member of the Board of Directors of Orange Slovensko and from June 2017 he is a member of the Supervisory Board and a member of Audit Committee of Orange Slovensko and also a member of the Board of Trustees of Nadacia Orange Foundation. Marc is currently responsible for the support of Operations in Poland and in Slovakia within the Orange Europe Division.

Jean-Michel Thibaud (born 1969), Orange Group Deputy CFO in charge of controlling. He is a graduate from Centrale-Supélec engineer school and from Sciences Po Paris.

He started his career spending 7 years in the banking business in export, structured and project finance.

He joined Orange in 2001 as manager then head of project finance, and became the Orange Group Treasurer in 2008 until 2012, covering debt raising (bonds, corporate, project, structured finance), relationship with rating agencies, and equity capital markets as well as cash management and customer financing.

Between 2013 and 2019, he acted as CFO and Senior VP, Strategy, Transformation & General Services at Orange Business Services. Orange Business Services is a worldwide provider of IT & Telecom services for large corporates with € 7.3 bn revenues and 25,000 people.

Member of the Orange Polska Supervisory Board since April 24, 2019.

Maciej Witucki (born 1967), President of the Polish Confederation Lewiatan - the leading Polish employers' organization since June 2019. In 2006 - 2019 served as the vice-president of Lewiatan. Graduated from the Poznan University of Technology. He held post-graduate studies in the field of industrial systems management in Ecole Central Paris (France). He specialized in logistics and decision-supporting systems.

He started his business career in Cetelem Bank (Paribas Group) – first in France, then in Poland. From October 2001 he was working in the capacity of the Member of the Management Board while from 2005 – as the President of the Management Board of Lukas Bank (Credit Agricole Group).

He joined Orange Group in 2006: in the years 2006 – 2013 he was the President of the Management Board while on 19 September 2013 he assumed the position of the Chairman of the Supervisory Board at Orange Polska.

From January 2016 to February 2019 he was the President of the Management Board at Work Service. He is a member of the supervisory boards at UNIQUA, Auchan, TISE and Krynica Vitamin.

From 2010 to 2017 he was the President of the Polish and French Chamber of Industry and Commerce (CCIFP). He is a Member of the Board of Directors at Atlantic Council of the United States, member of the Management Board of the Prof. Bronisław Geremek Centre Foundation and Executive Committee Member of GLOBSEC.