

Current report 6/2019
Orange Polska S.A. – Warsaw, Poland
26 March 2019

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 April 24, 2019.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 24 April 2019
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 24 April 2019
on approval of the Orange Polska S.A. IFRS financial statements for 2018***

On the basis of art. 53 clause 1 of the Accountancy 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 2018 that include:

- 1) balance sheet as at 31.12.2018, with the balance sheet total of PLN 23,091 million (in words: PLN twenty three billion ninety one million),
- 2) profit and loss account for 2018 showing a net profit of PLN 1 million (in words: PLN one million),
- 3) change in equity for 2018 showing an increase in equity by PLN 582 million (in words: PLN five hundred and eighty two million),

- 4) cash flow account showing a decrease in net cash and cash equivalents by PLN 30 million (in words: PLN thirty million),
- 5) 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 24 April 2019
on distribution of Orange Polska S.A. profit for the 2018 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 profit of Orange Polska S.A. for the 2018 financial year of PLN 1,004,149.76 (in words: PLN one million four thousand one hundred and forty nine 76/100) shall be allocated to the reserve capital.

§ 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 24 April 2019
on distribution of the Orange Polska S.A. profit from previous years***

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 profit from previous years of Orange Polska S.A. disclosed in the Company's Financial Statements for the 2018 financial year of PLN 598,705,137.63 (in words: PLN five hundred and ninety eight million seven hundred and five thousand one hundred and thirty seven 63/100), shall be allocated to the reserve capital.

§ 2

Allocated to the reserve capital amount of PLN 598,705,137.63 (in words: PLN five hundred and ninety eight million seven hundred and five thousand one hundred and thirty seven 63/100), referred to in § 1 may be distributed as a dividend.

§ 3

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

Reasons

The correction of PLN 599 million in 2018 relates to impact of adoption of new standards in 2018 (IFRS 9 and IFRS 15). The impact of this adjustment was recognised directly in retained earnings as at January 1, 2018.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 24 April 2019
on approval of the Management Board report on the activity of Orange Polska Group and
Orange Polska S.A. in the 2018 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 2018 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 24 April 2019
on approval of the IFRS consolidated financial statements for 2018***

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 2018 that include:

- 1) consolidated balance sheet as at 31.12.2018, showing the balance sheet total of PLN 23,295 million (in words: PLN twenty three billion two hundred ninety five million),
- 2) consolidated profit and loss account for 2018 showing consolidated a net loss after taxation of PLN 10 million (in words: PLN ten million), including a net profit attributable to equity holders of Orange Polska S.A. of PLN 10 million (in words: PLN ten million),
- 3) changes in total consolidated equity for 2018 showing an increase in total consolidated equity by PLN 565 million (in words: PLN five hundred and sixty five million), including an increase of equity attributable to equity holders of Orange Polska S.A. by PLN 565 million (in words: PLN five hundred and sixty five million),
- 4) consolidated cash flow statement showing a decrease in net cash and cash equivalents by PLN 35 million (in words: PLN thirty five million),
- 5) notes to 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 24 April 2019
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 2018 is granted.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 24 April 2019
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 2018 is granted.

§ 2

The resolution enters into force upon adoption.

- Draft -

***Resolution no [...] of Annual General Meeting of Orange Polska S.A.
dated 24 April 2019
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 24 April 2019

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 April 24, 2019 and two members resigned from the Supervisory Board with effect from the day of April 24, 2019, 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. Eric Debroeck – for the new term of office
- Mr. Michał Kleiber - (independent candidate) – for the new term of office
- Ms. Monika Nachyła - (independent candidate)
- Mr. Gervais Pellissier – for the new term of office
- Mr. Marc Ricau – for the new term of office
- Mr. Jean-Michel Thibaud
- Mr. Maciej Witucki - for the new term of office

Resume of the candidates:

Eric Debroeck (born in 1958), Senior Vice President Group regulatory affairs at France Telecom – Orange since mid-2004. From 2000 to mid-2004, Director of national carrier services, the business entity in charge of wholesale business activities with national competitors. Prior this period, held diverse management positions within France Telecom in the areas of corporate strategy, national and European regulation. Eric Debroeck graduated from Ecole Polytechnique and Ecole Nationale Supérieure des Télécommunications.

Member of the Orange Polska Supervisory Board since April 11th, 2013.

Professor Michał Kleiber (born in 1946) is a graduate of the Warsaw University of Technology and the University of Warsaw, a specialist in the field of information technology, materials science, future studies and innovative economy. In the years 2007-2015 he was President of the Polish Academy of Sciences (PAS), in 2006-2010 Advisor to the President of Poland, in 2001-2005 Minister of Science and Information Technology in the Polish government, in 1996-2001 director of the PAS Institute of Fundamental Technological Research, where he currently works at the Department of Computer Science and Computational Methods Department.

For more than 10 years he worked at universities in Germany, USA, Japan and Hong Kong. Doctor honoris causa of universities in five European countries. Vice-President of the European Academy of Sciences and Arts, President of the European Community on Computational Methods in Applied Sciences (ECCOMAS), President of the European Materials Forum (EMF) and Vice-President of the Polish UNESCO Committee. Editor-in-Chief of Archives of Computational Methods in Engineering (Springer), the world's most cited journal in its field.

Former Chairman of the Offset Committee in the Polish Government, Chairman of the Future Studies Committee of PAN, Member of the European Research Council, European Commission, Ambassador for the New Narrative for Europe, European Commission, member of the Senate of the German National Academy of Sciences, member of the Austrian Academy of Sciences and Academia Europaea.

In the years 2008-2010 coordinator of the National Foresight Program Poland 2020, in the years 2008-2014 Vice-Chairman of the Council on Low-Emission Economy Development, an advisory body for the Minister of Economy. From 2012, member of a group preparing for the European Commission a document entitled "A New Narrative for Europe", in 2015 nominated as Ambassador of EU for this initiative. The knight of the Order of the White Eagle (the highest decoration of Poland). Recipient of high national decorations conferred on him in France, Japan, Belgium and Greece, of the Weimar Triangle Award and the title E-economy Ambassador awarded by the Association of Polish Banks.

Member of the Orange Polska Supervisory Board since April 10th, 2014.

Monika Nachyła (born in 1968), non-executive director with many years of international, C-suite experience in the areas of private equity, investor relations, banking, operational financial management and strategy development.

Ms. 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-Synthelabo, 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.

Gervais Pellissier (born in 1959) graduated from l'Ecole des Hautes Etudes Commerciales (HEC Paris), with a degree in International Management (joint diploma of HEC, Berkeley University, USA and University of Cologne, Germany) and a bachelor's degree in law.

He joined France-Telecom Orange in October 2005 to oversee the integration of Group companies in Spain, and subsequently became Group Chief Financial Officer.

Prior to that, he was Managing Director and Deputy CEO of the Bull Group, where he held various positions between 1983 and 2005.

In 2009, Gervais Pellissier was appointed Deputy CEO in charge of Group Finance and Information Systems.

In November 2011, he became Orange's Chief Executive Officer Delegate (corporate officer) in charge of Finance & United Kingdom JV.

On September 1st, 2014, Gervais Pellissier was appointed Orange Group's Deputy Chief Executive Officer in charge of European operations.

In May 2018, he took over new responsibilities in the Orange Group Executive Committee as the Group's Deputy CEO for Transformation, as well as Chairman of Orange Business Services.

Deputy Chairman of the Orange Polska Supervisory Board since April 11th, 2013.

Marc Ricau (born in 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 July 2015, he was also appointed member of the Board of Directors of Orange Slovensko s.a. Marc is currently responsible for the support of Operations in Poland and in Slovakia within the Europe Division. He is also a member of the Board of Directors of Nadacia Orange (Orange Foundation) in Slovakia.

Secretary of the Orange Polska Supervisory Board since October 18th, 2012.

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.

Maciej Witucki (born in 1967), graduated from the Poznań Technical University specialising in logistics and decision support systems. He completed post-university studies in industrial systems management at the Ecole Centrale in Paris. He began his professional career in Cetelem Bank (the Paribas Group), first in France, then in Poland. In 2001, he became a Management Board Member, and in 2005 the President of Lukas Bank (the Crédit Agricole Group).

He joined Orange Group in 2006: between 2006 and 2013 held the position of the President of the Management Board, and on September 19, 2013 was appointed the President of the Supervisory Board.

From January 2016 to February 2018 Maciej Witucki was the President of Management Board of Work Service S.A. He is a member of the supervisory board of AXA Polska S.A. He was the President of the Chamber of the French Commerce and Industry in Poland (CCIFP) from 2010 to 2017. He is the Chairman of the Programming Council of Polish Civic Forum, a member of the Board of Directors of the Atlantic Council of the United States, and a member of the management board of PKPP Lewiatan, as well as, the management board member of Prof. Bronislaw Geremek Centre Foundation.

Chairman of the Orange Polska Supervisory Board since September 19th, 2013.