

Attachment

*to the Supervisory Board resolution
no. 14/23 dated 21 April 2023*

ORANGE POLSKA S.A.

THE SUPERVISORY BOARD'S REPORT

for the 2022 financial year

The Supervisory Board's report for the 2022 financial year includes:

- 1) letter from the Chairman of the Supervisory Board,
- 2) information about the members of the Supervisory Board and its committees,
- 3) information regarding the degree of implementation of the diversity policy applicable to the management board and the supervisory board,
- 4) summary of the activity of the Supervisory Board and its committees,
- 5) appraisal of the fulfilment by the Management Board of information obligations to the Supervisory Board and the manner of providing,
- 6) information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year,
- 7) appraisal of the Management Board's annual reports,
- 8) appraisal of the Management Board's proposal regarding the distribution of profit,
- 9) assessment of the Orange Polska Group's standing,
- 10) assessment of the Group's system of internal control, risk management and compliance systems and the internal audit,
- 11) assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the related disclosure obligations,
- 12) assessment of the rationality of the sponsorship and social policy,
- 13) recommendations for the Annual General Meeting.

1. Letter from the Chairman of the Supervisory Board

Dear Shareholder,

The second year of implementation of our **.Grow** strategy was marked by massive changes in the geopolitical and macroeconomic environment. The outbreak of war in Ukraine, the energy crisis and the highest inflation rate in many years resulted in the exceptional instability of business conditions. However, our strong operating and financial performance in 2022 confirms that Orange Polska has healthy foundations and the right strategy, which has passed the test even in such a difficult environment. The Supervisory Board applauds the efforts of Orange Polska's teams in the face of such unprecedented challenges. I am also glad that the Company is increasingly able to share the benefits of the successful implementation of its strategy with the shareholders in the form of dividends.

Last year was particularly testing for our strategy pillar related to corporate responsibility. On the one hand, it involved the Company's swift and firm response to the refugee crisis related to the war in Ukraine, ranging from dedicated telecommunication offers and hosting refugees in our facilities to a number of grassroots initiatives in which our employees committed their time and resources to provide humanitarian aid. On the other, it required coping with the energy crisis. Owing to newly signed contracts to receive energy from wind farms, we will be able to both stabilise energy costs this year (following a massive surge last year) and significantly reduce CO₂ emissions. The Company has secured its strategic goal in this respect three years ahead of the plan.

Last year, the Supervisory Board and its Strategy Committee analysed the competitive landscape in the market. Upon the acquisition of UPC by Play, a new major player emerged in the convergence market, in which Orange Polska has long been the leader. It was an expected development, which does not change the Company's attitude towards the implementation of its value strategy. In fact, the latter has become even more necessary in the face of high cost inflation. Another topic was the developments around the 5G spectrum auction. In Orange Polska, we are glad that the consultation has finally been launched and we expect a transparent auction process. The C-band will enhance the mobile network capacity and open new business opportunities.

Like every year, the Supervisory Board was also involved in all other decisions of key significance for Orange Polska. We monitored the Management Board's governance in managing the business to ensure that these activities were lawful and compliant with legal provisions and internal standards and policies, as well as appropriate and efficient. At each meeting, the Supervisory Board discussed in detail the Company's current financial and operational results in comparison to the budget adopted at the beginning of the year. More details of the Supervisory Board's assessment of Orange Polska are presented further in this chapter. It is worth noting that with respect to the assurance of the highest corporate governance standards the Supervisory Board instructed the Management Board to strengthen supervision of Orange Polska's subsidiaries.

The frequency of the Supervisory Board and its Committees' meetings mean that we are in close contact with the Management Board. In 2022, five meetings of the Supervisory Board and fifteen meetings of its Committees took place. The average participation rate was 91,4%. Both General Meetings that took place in 2022 enabled shareholders to participate in a fully remote way, which is in line with the best practice in this respect.

Looking forward to 2023, in the opinion of the Supervisory Board, the key tasks for the Management Board include meeting the challenges in the **.Grow** strategy implementation in what continues to be a difficult macroeconomic environment, particularly under the inflationary pressure on operating costs; obtaining 5G spectrum, and the gradual development of a plan for the next strategic period.

While there are clear challenges, I am fully confident that we have adequate resources and assets to meet them – a task in which the management will be supported by the Supervisory Board. Operating in an attractive market, we are guided in our activities by long-term value creation for all our stakeholders.

Maciej Witucki

Chairman of the Supervisory Board

2. Information about the members of the Supervisory Board and its committees

Composition of the Supervisory Board

Composition on 1 January 2022:

1. Maciej Witucki - Chairman
2. Ramon Fernandez - Deputy Chairman
3. Marc Ricau - Secretary
4. Philippe Béguin - Board Member
5. Bénédicte David - Board Member
6. John Russell Houlden - Independent Board Member and Chairman of the Audit Committee
7. Marie-Noëlle Jégo-Laveissière - Board Member
8. Prof. Michał Kleiber - Independent Board Member
9. Patrice Lambert de Diesbach - Board Member
10. Monika Nachyła - Independent Board Member
11. Dr. Maria Pasło-Wiśniewska - Independent Board Member and Chairman of the Remuneration Committee
12. Wioletta Rosołowska - Independent Board Member
13. Jean-Michel Thibaud - Board Member
14. Jean-Marc Vignolles - Board Member and Chairman of the Strategy Committee

In 2022 the following changes occurred in the composition of the Supervisory Board:

- on April 22, 2022, the mandates of Maciej Witucki, Prof. Michał Kleiber, Monika Nachyła, Marc Ricau and Jean Michel Thibaud expired.
- on the same day, the Annual General Meeting appointed the following persons: Bartosz Dobrzyński, Monika Nachyła, Marc Ricau, Jean-Michel Thibaud and Maciej Witucki to the Supervisory Board for a new term of office

Composition on 31 December 2022:

1. Maciej Witucki - Chairman
2. Ramon Fernandez - Deputy Chairman
3. Marc Ricau - Secretary
4. Philippe Béguin - Board Member
5. Bénédicte David - Board Member
6. Bartosz Dobrzyński - Independent Board Member
7. John Russell Houlden - Independent Board Member and Chairman of the Audit Committee
8. Marie-Noëlle Jégo-Laveissière - Board Member
9. Patrice Lambert de Diesbach - Board Member
10. Monika Nachyła - Independent Board Member
11. Dr. Maria Pasło-Wiśniewska - Independent Board Member and Chairman of the Remuneration Committee
12. Wioletta Rosołowska - Independent Board Member
13. Jean-Michel Thibaud - Board Member
14. Jean-Marc Vignolles - Board Member and Chairman of the Strategy Committee

Ramon Fernandez resigned from the Supervisory Board on 14 February 2023.

Five members of the Supervisory Board met the independence criteria referred to in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision and in the Company's Articles of Association, namely: Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Dr. Maria Pasło-Wiśniewska and Wioletta Rosołowska.

The Supervisory Board assesses that there are no relationships or circumstances that may affect the independence of the above Supervisory Board members.

Seven members of the Supervisory Board have no actual and material relations with any shareholder who holds at least 5% of the total vote in the Company, namely: Maciej Witucki, Bartosz Dobrzyński, John Russell Houlden, Monika Nachyła, Dr. Maria Pasło-Wiśniewska, Wioletta Rosołowska and Jean-Marc Vignolles.

Committees of the Supervisory Board

Three permanent committees operate within the Supervisory Board. Their composition was the following (as of 31 December 2022):

1. **Audit Committee:**
 - 1) John Russell Houlden – Chairman
 - 2) Monika Nachyła
 - 3) Dr. Maria Pasło-Wiśniewska
 - 4) Marc Ricau
 - 5) Jean-Michel Thibaud
2. **Remuneration Committee:**
 - 1) Dr. Maria Pasło-Wiśniewska – Chairwoman
 - 2) Bénédicte David
 - 3) Bartosz Dobrzyński
 - 4) Marc Ricau
3. **Strategy Committee:**
 - 1) Jean-Marc Vignolles – Chairman
 - 2) Philippe Béguin
 - 3) Bénédicte David
 - 4) Bartosz Dobrzyński
 - 5) Patrice Lambert de Diesbach
 - 6) Monika Nachyła
 - 7) Dr. Maria Pasło-Wiśniewska
 - 8) Wioletta Rosołowska

Maciej Witucki, Chairman of the Supervisory Board, and John Russell Houlden, Independent Board member and Chairman of the Audit Committee, participate in the meetings of the Strategy Committee on a permanent basis. Moreover, all other members of the Supervisory Board are invited to meetings of the Strategy Committee and participate in them.

3. Information regarding the degree of implementation of the diversity policy applicable to the Management Board and the Supervisory Board

Since 2016, the Company had a Diversity Management Policy presented in a single comprehensive document outlining diversity policy for various areas of management.

In addition, following the Best Practices of Listed Companies 2021 issued by the Warsaw Stock Exchange on 3 November 2021 the Supervisory Board adopted the diversity management policy for Members of the Management Board. Following suit, the Annual General Meeting adopted the diversity management policy for Members of the Supervisory Board on 22 April 2022.

The purpose of the Policy is to:

- 1) determine the standards that must be met for positions in the Company's Management 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 Management Board of Orange Polska.

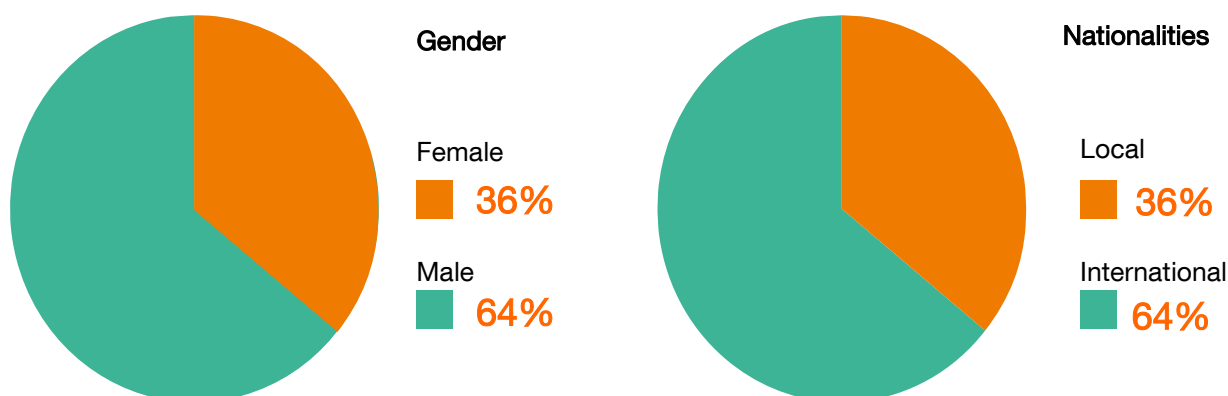
In the process of selection of Members of Orange Polska's Management Board, the Supervisory Board:

1. is guided by the transparency of the principles and criteria for selecting candidates.

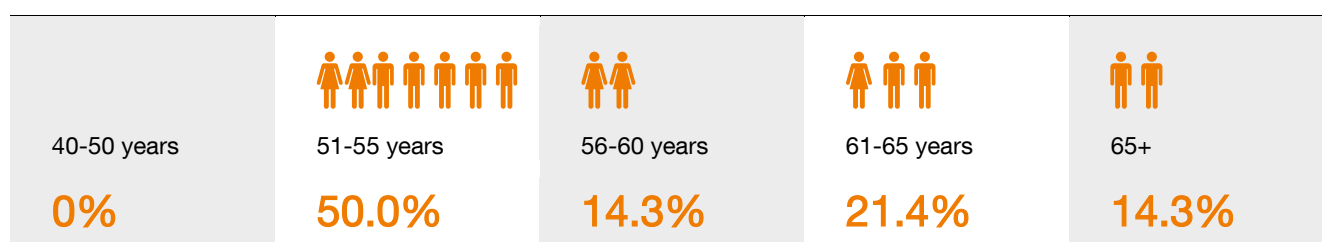
2. makes decisions on the selection of members based on the appropriate level of knowledge, skills, education, competences and professional experience of the candidates.
3. ensures that the members of management bodies include people of diverse gender, age, specialist knowledge, education and professional experience.
4. and, with regard to gender diversity, aims to ensure that at least 30% of participants are women.

As of 31 December 2022, women make up 36% of the Supervisory Board and 25% of the Management Board.

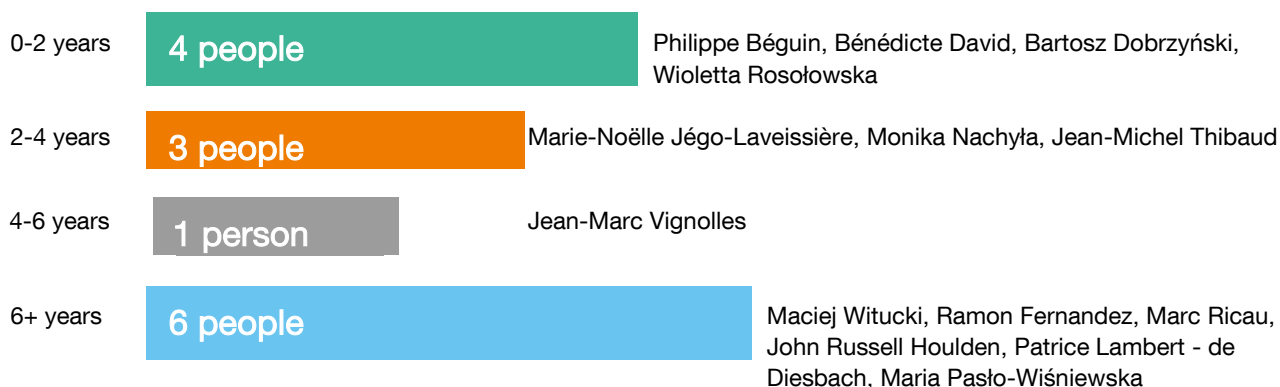
Supervisory Board diversity



Supervisory Board age profile



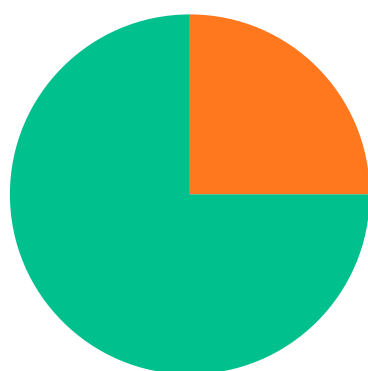
Supervisory Board length of tenure



Supervisory Board skills matrix

Name	Finance/ Audit/ Accounting /Risks	Executive Management	Legal/ Compliance /Governance /Ethics	Information and Technology	HR and Human Issues	Sales and Marketing	CSR and Sustainable Growth	Rules and Regulatory Environment	M&A and Investor Relations	Production/ Supply Chain
Maciej Witucki										
Ramon Fernandez										
Marc Ricau										
Philippe Béguin										
Bénédicte David										
Bartosz Dobrzyński										
John Russell Houlden										
Marie-Noëlle Jégo- Laveissière										
Patrice Lambert de Diesbach										
Monika Nachyła										
dr Maria Pasło- Wiśniewska										
Wioletta Rosołowska										
Jean-Michel Thibaud										
Jean-Marc Vignolles										

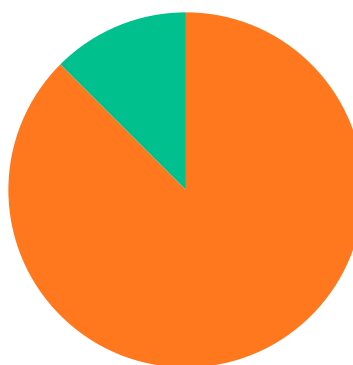
Management Board diversity



Gender

Female
25%

Male
75%

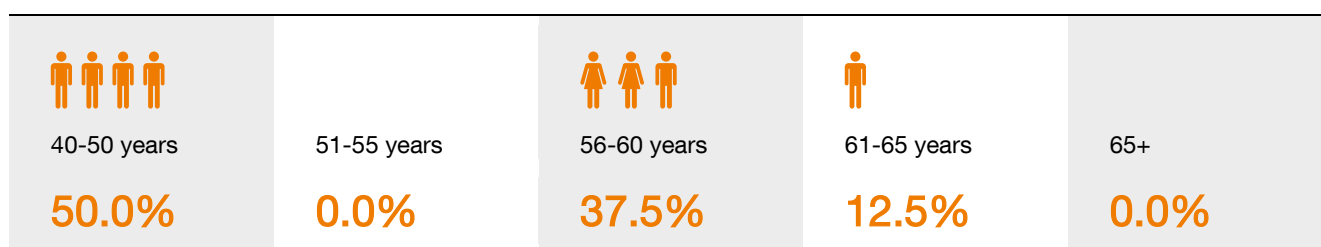


Nationalities

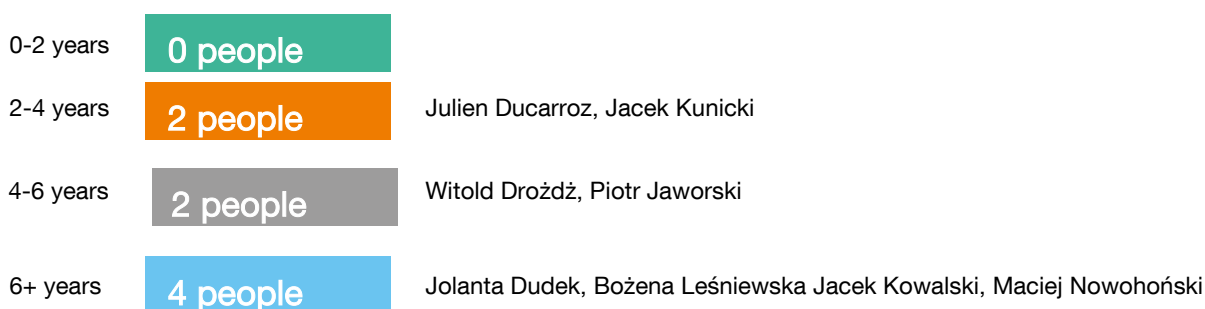
Local
87.5%

International
12.5%

Management Board age profile



Management Board length of tenure



4. The summary of the activity of the Supervisory Board and its committees

The Supervisory Board, acting in compliance with the provisions of the Commercial Companies Code and the Company's Articles of Association, exercised permanent supervision over the Company's operations in all fields of its activities.

In 2022 the Supervisory Board fulfilled its duties resulting from the provisions of the Commercial Companies Code including the appraisal of the Orange Polska financial statements, the Management Board's report on activity and the Management Board's motion on distributing the Company's profit for the 2021 financial year and filing with the General Meeting reports presenting the results of the above mentioned appraisals.

The Supervisory Board took due care to ensure that the Management Board's reports and the financial statements were in compliance with the law.

The Supervisory Board also executed its rights and obligations arising from the Company's Articles of Association and the Best Practice for GPW Listed Companies 2021, of which the following should be mentioned:

- 1) stating an opinion on motions submitted by or via the Management Board to the General Meeting,
- 2) stating an opinion on Orange Polska S.A. and Orange Polska Group strategy plan,
- 3) stating an opinion on Orange Polska S.A. and Orange Polska Group budget,
- 4) preparing the report on the Supervisory Board's activity in 2021.

Throughout 2022, the Supervisory Board mainly focused on the following issues:

a) Competitive landscape on the Polish telecom market

The Polish market continues to be competitive with the main battlefield moving from singular offers to packages of services. One important development in 2022 was the finalisation of the acquisition of UPC (the largest cable company) by Play, which had previously been a mobile-only operator. As a result, a significant new convergent operator emerged. This will further intensify competition in market's pursuit of convergent strategy, an area in which Orange Polska has been the leader for many years now. The Supervisory Board and the Strategy Committee analysed the potential impact of this situation on Orange Polska's business. The conclusion was that the Company's

operations are well prepared and it is essential to continue to implement our value strategy, so crucial in this inflationary environment. The fact that we achieved strong commercial and operational results last year confirmed this approach.

b) Developments around 5G auction

The Supervisory Board has closely monitored developments around the process of launching the auction for 5G frequencies and the corresponding legal environment, mainly cybersecurity law. The new draft of this law was published by the government in October 2022 and it no longer included provisions regarding the so called #PL5G project. Its unexpected inclusion in the previous draft version (published October 2021) was a reason for a concern regarding its legal and governance framework. Supervisory Board was very pleased that the 5G auction consultation process finally started in December despite the fact that the proceeding of the cybersecurity law has not been finalised. We hope for efficient and transparent process. Dedicated 5G spectrum is necessary to improve mobile network capacity and to unlock new business potential.

c) Merger with Teltech subsidiary and strengthening of governance over other subsidiaries

In 2022 Orange Polska decided to merge with its 100% owned subsidiary Teltech. This allowed us to streamline the operational efficiency of the Orange Polska Group by simplifying our management and business processes and integrating the merging companies. In October, an Extraordinary General Meeting was convened to approve this merger. The Supervisory Board also asked management to strengthen governance enhancing supervision over its subsidiaries. In particular this was aimed at the implementation of coherent ESG strategies, supporting communication between the subsidiaries and Orange Polska's management, as well as improving the monitoring of various business risks.

d) Monitoring of operating and financial results and budget realisation

The Supervisory Board constantly monitored Orange Polska's commercial and financial results and the realisation of the 2022 budget. This was especially important in the light of the challenges related to the impact of surging energy costs and outbreak of the war in Ukraine. In addition, an unprecedented spike in energy prices catalysed the Company's efforts towards increasing the amount of energy from renewable sources in our energy mix. As a result, the majority of energy consumption from 2023 will come from wind farms, with a positive impact on costs.

The Supervisory Board met 5 times in 2022.

The attendance at the Supervisory Board's meetings was 91,4% and 94,4% including its committees.

Supervisory Board attendance register 2022

	SUPERVISORY BOARD	AUDIT COMMITTEE	STRATEGY COMMITTEE	REMUNERATION COMMITTEE
Maciej Witucki	5/5			
Ramon Fernandez	3/5			
Marc Ricau	5/5	5/5		5/5
Philippe Béguin	5/5		4/4	
Bénédicte David	5/5		4/4	3/3
Bartosz Dobrzyński	3/3		3/3	3/3
John Russell Houlden	5/5	5/5		
Marie-Noëlle Jégo-Laveissière	5/5			
Michał Kleiber	2/2		1/1	2/2
Patrice Lambert-de Diesbach	4/5		4/4	
Monika Nachyła	5/5	5/5	4/4	
Maria Pasło-Wiśniewska	5/5	5/5	4/4	5/5
Wioletta Rosołowska	3/5		2/4	
Jean-Michel Thibaud	4/5	5/5		
Jean-Marc Vignolles	5/5		4/4	2/2

**) Actual number of meetings attended / Maximum number of scheduled meetings which the directors could have attended*

The Supervisory Board regularly monitored the execution of its resolutions and recommendations, analysing the information presented by the Management Board.

The Supervisory Board formulated a number of recommendations, remarks and motions to the Management Board, referring to different aspects of the Company's operations.

The Supervisory Board used in its operations opinions of its Committees (the Audit Committee, the Remuneration Committee and the Strategy Committee), wherever applicable.

During discussing specific matters at the meeting, the Chairpersons of the committees presented appropriate recommendations and proposals for decisions to the Supervisory Board. In addition, the Supervisory Board regularly receives the minutes from the committees' meetings.

The committees of the Supervisory Board received relevant and reliable information and reports from the Management Board on time, enabling them to carry out their tasks in 2022.

The reports of the three permanent committees of the Supervisory Board on their activities in 2022 are attached hereto.

The tasks and the principles of the operation of the Supervisory Board and its permanent committees are defined in the Regulations of the Supervisory Board which are available on the Company's website.

5. Appraisal of the fulfilment by the Management Board of information obligations to the Supervisory Board and the manner of providing

Acting pursuant to provisions of art. 382 § 3¹ clause 3) and 4) of the Commercial Companies Code, the Supervisory Board positively assessed the performance by the Management Board of the obligations referred to in art. 380¹ of the Commercial Companies Code and § 25 clause 11 of the Company's Articles of Association, as well as the method of preparing and submitting information, documents, reports or requested explanations to the Supervisory Board.

6. Information on the total remuneration payable by the Company for all audits commissioned by the Supervisory Board during the financial year

According to art. 382 § 3¹ clause 3) of the Commercial Companies Code, the Supervisory Board informs that in 2022 it did not order any matter regarding the Company's operations or its assets to be examined at the expense of the Company, nor did any analysis or opinion be performed by any adviser.

7. Appraisal of the Management Board's annual reports

The Company's Supervisory Board, acting pursuant to provisions of art. 382 § 3 clause 1) i § 3¹ clause 1) of the Commercial Companies Code and § 23.2.1 of the Company's Articles of Association, by the resolution No. 11/23 dated 14 February 2023, made a positive assessment in terms of their compliance with the books, documents and the facts:

- 1) the IFRS separate financial statements of Orange Polska S.A. for 2022 financial year;
- 2) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. for 2022,
- 3) the IFRS consolidated financial statements for 2022.

8. Appraisal of the Management Board's proposal regarding the distribution of profit

Acting pursuant to provisions of art. 382 § 3 clause 2) and § 3¹ clause 1) of the Commercial Companies Code and to § 23 clause 2 item 2 of the Company's Articles of Association, the Supervisory Board reviewed and positively assessed the Management Board's motion contained in the resolution No. 5/23 dated 15 February 2023 on distribution of the Orange Polska S.A. profit for the 2023 financial year in the amount of PLN 756,729,492.64, as follows:

- 1) for a dividend – PLN 459,325,117.65. The amount of dividend shall be PLN 0.35 for each entitled share;
- 2) to the reserve capital, referred to in § 30 clause 3 of the Articles of Association – PLN 15,134,589.85;
- 3) to the reserve capital – PLN 282,269,785.14.

9. Assessment of Orange Polska Group's standing

This section contains the Supervisory Board assessment of the Orange Polska Group's standing on a consolidated basis in 2022 in accordance with the recommendation no. 2.11.3. of the Best Practice for GPW Listed Companies 2021, introduced by the Warsaw Stock Exchange. The assessment is based on the 2021 financial results of the Group (the Company and its subsidiaries) as well as on the information obtained by the Supervisory Board in conducting its statutory tasks.

The Supervisory Board, through the work of its committees and all its members (including independent members), was actively engaged in the process of evaluating of the most important initiatives, having in mind the interest of all the Group's stakeholders, including shareholders. In addition, it maintained oversight of the Group's operational and financial goals through management reporting at its quarterly meetings, and was able, through the Audit Committee, to oversee the accuracy of financial reporting and the functioning of the internal control, risk management and compliance systems and the internal audit function.

Orange Polska Group's Operational Review

The Group's key goals in 2022 were:

- Further development of key value drivers including convergence, mobile, fibre and ICT, also taking into account possible changes in the competitive landscape following acquisition of UPC by Play;
- To take measures in an attempt to pass high inflationary pressures to customers to protect profitability;
- To weather risks related to an unprecedented rise in energy prices through new Power Purchase Agreements (PPA), among other methods;
- To assess risks related to the war in Ukraine and take on necessary mitigating actions;
- Acquisition of 5G spectrum;
- Pursue transformation of corporate culture to be more agile and cost effective as well as implement a new post-pandemic workplace model;
- Fulfilment of published financial forecasts and expectations regarding revenue growth and EBITDAaL.

2022 was the second year of implementation of **.Grow** strategy announced in 2021. It was marked by a cumulation of exceptional headwinds such as war in Ukraine, the widespread energy crisis and double-digit inflation. Against this difficult backdrop the Company managed to fulfil all its strategic goals which was a remarkable achievement, in the opinion of the Supervisory Board. This can be seen as evidence of the strong fundamentals at the heart of Orange Polska's business.

The key challenge of 2022 was to mitigate the impact of an unprecedented energy crisis. Energy prices spiked mainly as a result of the war in Ukraine and resulting sanctions imposed on Russia. The Company managed to mitigate this impact through strong growth of its core business and by adapting its cost base. In addition, by signing new Power Purchase Agreements (PPA), it secured a majority of its energy costs for the years ahead. This also led to a major reduction in CO2 emissions, thereby fulfilling a strategic goal in this domain three years ahead of the plan.

The Group delivered on all its financial goals and maintained strong commercial momentum. The latter is especially important taking into consideration the emergence of a significant new competitor in convergent offers after Play finalised acquisition of the largest cable company UPC. Our fibre customer base increased by another 24% due to high demand and expanding fibre reach. Fibre from Orange is already available for nearly 50% of households in Poland. The Company intensified its more-for-more value strategy in almost all key areas in B2C and B2B. This is absolutely essential to at least partly mitigate the impact of high inflation, in particular because the prices of telecom services in Poland are significantly below those of other European countries

The Company made further progress in digitisation which is one of the key tools for increasing internal efficiency and responding better to customer needs. We are also now seeing the first tangible benefits of the Company's cloud partnership with Google. The aim is to manage a majority of customer interactions through machine learning and AI, which will allow an improved personalisation of offers. Sales through digital channels increased by another 20% in 2022. The two main drivers are digital offer Flex, and the My Orange application, which is constantly improved to boost its usefulness for customers.

One of key topics for the Supervisory Board in 2022 was again, the situation regarding the auction for 5G C-Band spectrum and cybersecurity regulations. The new version of the cybersecurity law no longer included provisions regarding the so called #PL5G project. Its unexpected inclusion in the previous draft version (published October 2021) was the reason for a concern regarding its legal and governance framework. The Supervisory Board was very pleased that the 5G auction's long-awaited consultation process finally started in December. The proposed set up has predictable bidding rules and demanding investment commitments. The Company submitted its position in the consultation process in January. We hope the process will be conducted in the timeframe announced by the regulator.

Orange Polska is in the mid-point of its strategy cycle. In the opinion of the Supervisory Board the results of the past two years prove that the Company is well on track to meet its goals, despite a particularly demanding and challenging external environment.

Financial standing of the Group

The Management Board kept the Supervisory Board informed of the financial results. The Audit Committee of the Supervisory Board supervised the reliability of financial reporting on an ongoing basis and presented its opinions to the Supervisory Board before publication of the results for individual reporting periods.

The Group met all its financial goals for 2022 delivering strong results across the board despite a particularly challenging external environment. It grew revenues, profits and return on capital employed while preserving a solid cash generation and a safe balance sheet. Initial expectations for the year were outperformed.

In the opinion of the Supervisory Board EBITDAaL growth of close to 4% is a particularly remarkable achievement. It was delivered despite a spike in energy costs of more than PLN 200 million resulting from the widespread energy crisis. This reveals the strength of the Company's business model. Strong revenue performance was a key enabler. All three engines of core business delivered solid growth: services for consumers, businesses and wholesale activities. This growth filtered through to profits thanks to high operating leverage as the cost base growth was limited due to optimisation initiatives.

Total revenues increased 4.7% in 2022 which was much more than initially anticipated mainly due to very strong performance of ICT services resulting from wide and well-diversified portfolio of products and the continued demand for digitisation. Core telecom services (including combining convergence, mobile and fixed broadband), which are essential to margin generation, were up 6.3%, almost as much as in the previous year. This was an outcome of the successful combination of strong growth of customer volumes and improving average revenue that they generate (ARPO). Last year was particularly strong for the Group's wholesale operations (excluding legacy services) as it benefits from good demand for infrastructure rental to other operators.

Net profit for 2022 exceeded PLN 700 million and excluding the impact of transaction related to Światłowód Inwestycje in 2021, it was on the highest level in a decade. It was due to growing EBITDAaL and falling depreciation.

Organic cash flow amounted to more than PLN 800 million marking another year of strong cash generation. Capex was kept at broadly flat levels versus 2021 and reflected refocus from fibre to mobile, as planned in the **.Grow** strategy.

Net debt and the financial leverage was further slightly reduced despite payment of the dividend and 2.1 GHz spectrum renewal. The financial leverage of 1.3x illustrates strong balance sheet structure, an important asset in the current turbulent environment. It is important to note that the cost of debt was only 3.3%, resilient in the face of significant interest rate increases due to effective hedging.

In 2022 the Company has returned to dividend payments, which was positively assessed by the Supervisory Board. Orange Polska is in the position to share the benefits of its growth with its shareholders. For 2023 the Management recommended a 40% increase of the dividend to PLN 0.35 per share.

The financial results of the past two years show that the Company is performing exactly as it has committed and is fully on track to meet its mid-term goals.

Conclusions and recommendations for 2023

Orange Polska has passed the mid-point of its **.Grow** strategic plan for 2021-2024. The results of the past two years confirm that it is the right strategy for turbulent times. The Company is on track to meet its goals. 2023 looks set to be another challenging year taking into consideration an expected slowdown of the Polish economy and double-digit inflation affecting operating costs. The Supervisory Board is convinced that the Group has put in place the right measures to bring the most of its assets and values.

The Supervisory Board shares the Management Board's opinion that in 2023 the Group should focus its operations on the following key aspects in particular:

- Persistent execution of commercial value strategy in all key areas to at least partly reflect higher operating costs in output prices.
- Continued cost transformation to navigate through inflationary challenges, including releasing further benefits of digitisation and automation of business processes
- Further development of key value drivers including convergence, mobile, fibre, ICT and wholesale

- Acquisition of 5G spectrum
- Pursue transformation of corporate culture to be more agile and cost effective
- Further push of the OrangeGoesGreen agenda on both environment and social fronts
- Fulfilment of published financial forecasts regarding revenue, EBITDAaL and eCapex performance
- Gradual preparation of foundations for the new strategic period beyond 2024

10. Assessment of the Group's internal control, risk management and compliance systems and internal audit

The Supervisory Board is responsible for reviewing the effectiveness of the Group's system of internal control and risk management designed and established by the Management Board, as well as the system for ensuring compliance with standards or applicable practices and the internal audit function.

This system facilitates management of the risk of failure to achieve business objectives and provides reasonable assurance against material misstatement or loss, (Risk management does not mean the full elimination of risk, but provides for better risk identification and the implementation of adequate measures as needed). The relevant processes are designed to give reasonable assurance that the risks significant to the Group are identified and addressed in the Company, but such assurances can never be absolute.

The Company continuously monitors the evolution of the control environment. It ensures that all significant changes are sufficiently controlled and any identified deficiencies in the internal control system are addressed with action plans. On a quarterly basis, the internal control system is monitored in a self-assessment tool implemented by the Company and, in addition senior managers certify the effectiveness of the internal controls. On a yearly basis, the controls are subject to testing by the internal control team, internal and external auditors, and the results are reported to the Audit Committee.

The key elements of the system of internal control, including risk management, were presented in the Management Board's Report on the Activity of the Group for 2021, published on 16 February 2022.

In 2022, the Company again completed a comprehensive assessment of its processes of internal control over financial reporting. Main deficiencies both in design and in effectiveness of internal control have been identified and corrected, or appropriate action points have been launched. As a result of the assessment, the Management concluded that there were no weaknesses that would materially impact the internal controls and financial reporting at 31 December 2022.

Both the internal and external auditors report to the Management Board and also to the Audit Committee on control deficiencies which they identified during their audit. Their recommendations are being implemented.

The most important risks are updated annually by the Management Board and presented to the Supervisory Board.

Matters related to compliance are being reported to the Audit Committee of the Supervisory Board in the following areas: ethics, general compliance with laws and regulations, combating telecommunications and financial fraud, security and anti-corruption measures related with Anti-Corruption Policy that puts forward zero-tolerance rule towards corruption. The Compliance function carries out activities ensuring adjustment of Company's internal regulations and mechanisms to, among others, the Group's requirements in the scope of current anti-corruption regulations.

Orange Polska anti-corruption policy, complemented with detailed internal regulations, defines the required standards for employees' conduct. On the basis of relevant provisions of the policy, potential consequences are determined in cases of violation of anti-corruption procedures. The Compliance Management function conducts cyclic reviews of corruption risks, also taking into account control mechanisms and appropriate preventive measures.

The Company also has a conflict of interest policy in place, showing how to avoid situations that may turn into inappropriate behavior leading, e.g., to corruption.

Under the due diligence process, verification of current and future business partners is conducted with regard to threats related to corruption, fraud, non-compliance with economic sanctions, money laundering and financing of terrorism.

Orange Polska employees and stakeholders may use dedicated channels to report their concerns or to ask for advice if they suspect a conflict of interests, bribery or any infringement of internal regulations of the Group or of other regulations of the law. Persons reporting irregularities can do so without fear of negative consequences.

Dedicated training sessions taking into account the exposure of individual areas of OPL to the risk of corruption and communication activities aim to constantly increase knowledge and build employees awareness. OPL also conducts regular reviews in this area, makes necessary improvements and monitors the correctness of payments made.

Activities of Compliance Management function, the results of planned inspections, as well as the results of inspections initiated by notification of irregularities (whistle -blowing) are monitored on the basis of reports submitted periodically. Applied actions and mechanisms are ensuring the effectiveness of Compliance function and maintenance of Group's anti-corruption regulations standards.

The Supervisory Board is presented on annual basis also with information on the implementation and effectiveness of the compliance program, related to the fight against corruption including the risk map as well as the corresponding action plan for the coming year.

The internal audit function, which reports directly to the President of the Management Board, ensures objective and independent assessment of the adequacy, effectiveness and quality of the Group's internal controls. The internal audit works in accordance with a charter approved by the Audit Committee, which also reviews annual internal audit program and analyses the Orange Polska's Internal Audit reports.

11. Assessment of the Company's compliance with the corporate governance principles and the manner of compliance with the related disclosure obligations

This section contains the Supervisory Board assessment of the Company's performance of its obligations concerning compliance with the corporate governance principles as defined in the Exchange Rules, and with the regulations on current and periodic reports published by issuers of securities in accordance with recommendation no. 2.11.4 of the Best Practice for GPW Listed Companies 2021.

Orange Polska as an issuer of shares admitted to trading on a regulated market is obliged to follow the rules of the Best Practice for GPW Listed Companies. Orange Polska accomplished its information duties concerning compliance with the corporate governance principles defined in the GPW Regulations and the regulations on current and periodic reports published by issuers of securities.

The publication of current reports regarding the application of detailed Corporate Governance rules is governed by the Resolution of the WSE Board no. 692/2021 dated 1 July 2021. According to the WSE regulations when a given rule is not applied in a consistent way or is broken incidentally, the Company is obliged to publish a report on its web site in the analogical way as it is applied for a publication of current reports. Reports concerning the application of detailed rules of the corporate governance are passed by means of EBI (Electronic Basis of Information). The decree of the Minister of Finance dated 29 March 2018 defines which information should be mentioned in the declaration on the application of the Corporate Governance constituting a separate part of the Management Board report about the activity of the Company.

The Supervisory Board analysed the declaration about the application of Corporate Governance included in the Management Board report about the activity of Orange Polska S.A. and the Orange Polska Group in 2022. This declaration defines in a detailed way the issues concerning Corporate Governance and contains the information from the decree of the Minister of Finance dated 29 March 2018 on the current and periodic information passed by issuers of securities and on conditions of the consideration as equal of the information required by the law of a state which is not a member.

In the above-mentioned declaration the Management Board described that in 2022, the Company complied with the corporate governance best practice referred to above except for the principle 2.2 in its part regarding diversity in the composition of the Management Board.

Orange Polska intends to develop and adopt a Diversity Policy for the Supervisory Board at the nearest General Meeting.

Furthermore, pursuant to the Diversity Management Policy applicable to the Management Board adopted by the Supervisory Board on 3 November 2021, with regard to gender diversity, in the process of appointment of the Members of the Management Board of Orange Polska the Supervisory Board will strive to achieve the minimum participation of women of at least 30%. As of December 31, 2022, the participation of women in the Supervisory Board and the Management Board is 36% and 25%, respectively.

According to the principle 1.1. of the Best Practice, Orange Polska runs a website in Polish and English, on which the Company publishes all provided by law and best practice documents and information required by law and best practice, including information on the Company's application of principles and recommendations contained in the Best Practice for GPW Listed Companies.

In the Supervisory Board's opinion, the information provided by Orange Polska is in line with the requirements and honestly follows the rules of the Corporate Governance and the Company duly fulfils its disclosure obligations relating to the application of Corporate Governance principles set out in the Warsaw Stock Exchange Rules and regulations on current and periodic information.

12. Assessment of the rationality of the sponsorship and social policy

This section contains the Supervisory Board assessment of the compliance and rationality of the Group's policy of supporting culture, sport, charities, media, social organizations and others in 2022 with recommendation no. 2.11.5 of Best Practice for GPW Listed Companies 2021.

The Supervisory Board analysed the amounts expensed by Orange Polska Group in support of culture, sports, charities, the media, social organisations, trade unions, etc. in 2022.

The Supervisory Board states that the sponsorship strategy led by the Company and focused in 2022 on music as the main area supporting the brand brought the appropriate financial and marketing efficiency. According to the adopted strategy, in the strategic sponsorship area Orange Polska creates complex long-term projects across the whole of Poland. The projects, in which Orange Polska acts as titular or main sponsor, address the largest possible group of its clients (present and potential).

The Supervisory Board appreciates the social activity led by Orange Polska in both forms – one led by the Donations' Fund and the other led by Orange Foundation (created by the Company). Through its original programs, Orange Foundation acts for modern education of children and youth, online safety, community building using new technologies, and social and digital inclusion.

13. Recommendations for the Annual General Meeting

Taking into account the above and after analysing the documents listed in points 5 and 6 and taking into consideration the independent auditor's reports on the audit of the annual separate and consolidated financial statements for the year ended 31 December 2021, the Supervisory Board recommends the Annual General Meeting:

1. to approve the Orange Polska S.A. IFRS separate financial statements for the year ended 31 December 2022;
2. to adopt a resolution on distribution of the Orange Polska S.A. profit for the 2022 financial year according to the motion of the Management Board included in the resolution 5/23;
3. to approve Orange Polska Group and Orange Polska S.A. Management Board's report on the activity for the year ended 31 December 2022,
4. to approve the Orange Polska Group IFRS consolidated financial statements for the year ended 31 December 2022,
5. to grant approval of the performance by the members of the Management Board of Orange Polska S.A. of their duties in 2022.

REPORT

on the 2022 activities of the Audit Committee of the Orange Polska S.A. Supervisory Board

The Audit Committee was established by virtue of the resolution of the Supervisory Board no. 324/V/2002 dated June 14, 2002 regarding the establishment of the Audit Committee as a consultative body acting under the Supervisory Board.

The role of the Committee is to review the integrity of the financial information reported externally, the independence and objectivity of the external auditors of Orange Polska (the “Company”, “OPL”) and Orange Polska Group (the “Group”), the nature and scope of the audit and the auditors' work as well as internal audit, internal control and risk management systems and significant transactions with related parties, and to advise the Supervisory Board on these issues as appropriate.

Audit Committee members

1. John Russell Houlden – Chairman (“Independent Director”)
2. Monika Nachyła (“Independent Director”)
3. Dr Maria Pasło-Wiśniewska (“Independent Director”)
4. Marc Ricau
5. Jean –Michel Thibaud

The Audit Committee is chaired by Mr. John Russell Houlden, an Independent Director of the Supervisory Board. He has relevant experience and/or qualifications in finance, accounting and audit. Other Independent Directors of the Committee are Dr Maria Pasło-Wiśniewska and Monika Nachyła.

Letter from the Chairman of the Audit Committee

Dear Shareholder,

I am pleased to attach the report on the activities of the Audit Committee over the past 12 months.

The Audit Committee was closely involved in the assessment of the impact and response of the Group to the outbreak of the war in Ukraine which, combined with other factors, resulted in rapid changes in the global economy, including significant inflation, increases of energy prices and reduced access to energy supplies, increases of interest rates, broken supply chains, worsening conditions in respect of the environment and the prospects for mitigating climate changes and their impact on the globe. The Audit Committee monitored the process for identification of risks and the valuation of their impact on the Group, as well as actions undertaken by the Management Board in response to those risks, and proper disclosures in the financial statements in that regard.

Since one of the main responsibilities of the Audit Committee is to ensure proper financial reporting by the Company and the Group, the Audit Committee reviewed all significant accounting interpretations, judgements and estimates proposed by Management. The Audit Committee also reviewed the impairment analysis results.

In 2022, the Audit Committee also looked into the Group's operations from the perspective of ESG (Environment, Social and Governance) standards and anticipated reporting requirements under new regulations, but also having in mind that ESG is of key importance to investors. The Audit Committee plans to focus more on that area in 2023 and subsequent years.

The Audit Committee has also been involved in reviewing internal control and compliance, and risk management. In particular, the Audit Committee worked to ensure the independence of both the external auditor and the internal audit team, and had private meetings with the external auditor, KPMG, and the Company's Internal Audit Director to give them an opportunity to discuss any issues which may have arisen in their interactions with Management.

Further, the Audit Committee closely monitored the auditor's assignment and quality, and developed an enhanced set of Audit Quality Indicators in order to be better able to monitor the quality of the auditor's work.

Last, but not least, the Independent Directors on the Audit Committee reviewed and, when necessary, challenged the terms of significant transactions with related parties including, in particular, the majority shareholder, Orange S.A.

Further details of the activities of the Audit Committee are presented below.

Russ Houlden

Chairman of the Audit Committee

Main responsibilities of the committee

The key functions of the Audit Committee are specified in its Terms of Reference attached to the Regulations of the Supervisory Board and include but are not limited to (i) monitoring the integrity of the financial information reported externally, (ii) reviewing the Group's internal control and risk management systems, (iii) reviewing plans for internal audit and their reports, (iv) reviewing and giving opinions on significant transactions with related parties, (v) recommending the selection and re-appointment of the audit firm, (vi) monitoring the independence and objectivity of the Company's external auditors, the nature and scope of the audit and monitoring the auditors' work, (vii) giving the Supervisory Board recommendations to ensure the faithful representation and relevance of the financial reporting process and information published by the Company and the Group.

The Committee must consist of at least three members, the majority of whom, including the Chairman, are independent of the Company. The Audit Committee must meet (physically or virtually) at least on a quarterly basis before the publication of the financial statements.

The Audit Committee held six scheduled meetings in 2022. The meetings were generally attended by the Chief Executive Officer, Chief Financial Officer as well as Internal Audit Director. Other members of the Management Board, Executive Directors and other managers and invited guests attended the meetings when appropriate.

The meetings were generally attended by representatives of the Company's external auditor, KPMG.

Our approach to monitoring the financial reporting process

As required by law, the Audit Committee monitored the process of financial reporting. The goal of the Audit Committee was to assess and provide advice to the Supervisory Board on whether the financial

statements as well as the Management report on the Company's operations, taken as a whole, secured faithful representation and relevance of the information necessary for shareholders to assess the Company's position and performance, business model and strategy.

The Audit Committee reviewed the quarterly and annual financial statements. The Committee reviewed also Orange Polska Group's strategic plan as well as budgets. The aim of the review was to ensure that the key messages being followed in the annual and periodic reports were aligned with the Company's position, performance and strategy and that the narrative sections of the reports were consistent with the financial statements. In order to assess that the reports and the financial statements secured faithful representation and relevance of the information, the Audit Committee also reviewed reports on financial performance of the Company, accounting policies and procedures, accounting estimates and judgments, one-off items as well as market guidance and Orange Polska Group's performance against the budget and other information with the aim of assessing the Company's position and performance. The Audit Committee was satisfied that all the key events and issues which had been reported by the Management Board during the year, both good and bad, had been adequately referenced or reflected within the annual report.

The external auditor regularly participated in the meetings of the Audit Committee and gave its view on issues significant from an accounting perspective as they arose during the year. Subsequently, the auditor presented, and the Audit Committee reviewed and where appropriate discussed with the auditor, the additional report prepared as required by the Regulation (EU) No 537/2014 of the European Parliament and of the Council.

Our approach to monitoring the performance of the external auditor

The Audit Committee is responsible for the relationship with the external auditor and that role involves examining the effectiveness of the audit process as well as the independence of the auditor. The year 2022 was the second year of KPMG being the auditor of the Orange Polska Group.

The Audit Committee reviewed the external auditor's proposed audit plan for 2022 including key auditing matters to be focused on, the materiality level set for audit testing and schedule of planned works and reporting along with planned interactions with the Audit Committee. Subsequently, the Audit Committee reviewed and discussed the auditor's recommendations, observations and comments on key areas requiring special consideration taking into account also the views of the management on those issues. The key auditing personnel participated in the meetings of the Audit Committee to allow for discussion of all issues as they arose during the year. Also, private meetings with the auditor were held by the Audit Committee to ensure open and transparent discussion between the auditor and the Audit Committee without the presence of the Management Board. The Audit Committee monitored the progress of the audit and its quality against the audit plan throughout the year.

In order to assess the performance and independence of the auditor as well as generally the relationship with the auditor feedback on the auditor is collected from all members of the Audit Committee, the Management Board, key members of the senior management team and those who have regular contact with the auditor. The first feedback on the new auditor was collated and presented to the Audit Committee in April 2022. The Audit Committee regularly asked the auditor for its feedback on the co-operation with the Company. The feedback was generally positive and the Audit Committee concluded that the co-operation was good with no major issues requiring special attention.

To enhance the process of monitoring of the audit, the Audit Committee agreed with the auditor and the Management a set of Audit Quality Indicators (AQIs) and implemented AQIs as an additional tool of audit quality monitoring. Also, the Audit Committee asked KPMG to share the findings of the Polish Agency

for Audit Supervision (PANA) issued as a result of their assessment of the quality of selected past audits by KPMG. The Audit Committee discussed with KPMG the findings of PANA described in the report of 2021. The findings of PANA included in their report issued in November 2022 were presented by KPMG to the Audit Committee in January 2023.

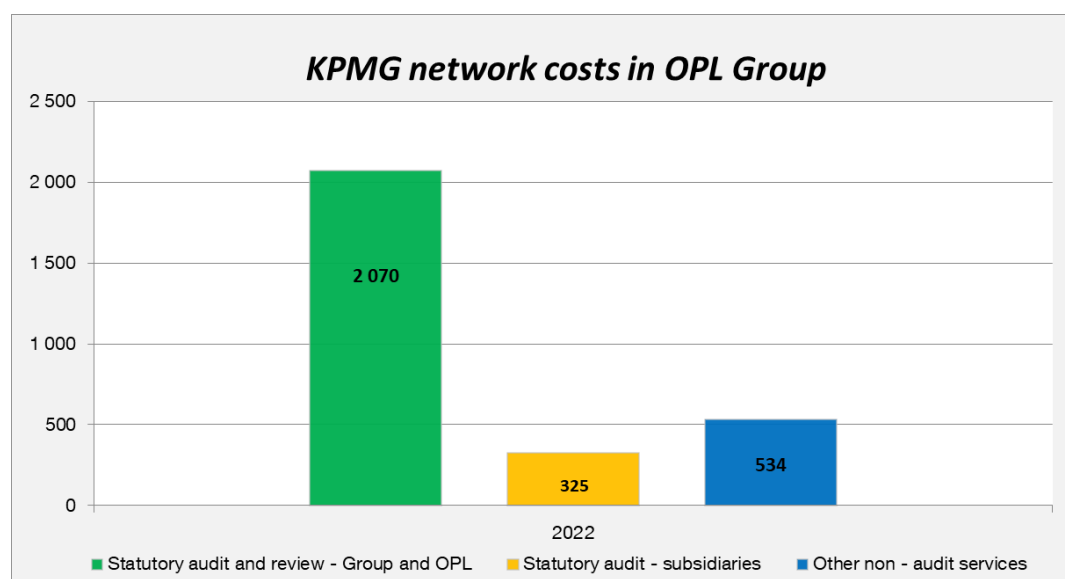
In summary, the Audit Committee concluded that the overall external audit process and services were effective and met the Group's high audit quality requirements.

Our approach to assessing the independence of the external auditor

There are several aspects to auditor independence that the Audit Committee monitors to ensure the external auditor remains independent of the Company.

First, in assessing the independence of the auditor from the Company, the Audit Committee takes into account the information and assurances provided by the auditor. The Audit Committee received the auditor's statement on independence made in accordance with the Polish Act on Auditors of 11 May 2017 (Polish Audit Act) and the Regulation (EU) No 537/2014 of the European Parliament and of the Council (Audit Regulation).

Second, the Audit Committee reviews the proportion of the value of non-audit services rendered by the auditor or its affiliated entities and the audit fees. As required by law, the Company has a Policy on the provision of authorised non-audit services by the audit firm and its affiliated entities. Following the Policy all authorised non-audit services should be approved in advance by the Audit Committee taking into account their potential influence on the independence of the auditor. According to the relevant law as well as the Policy, authorised non-audit services are subject to a fee cap of no more than 70% of the average annual statutory audit fee for the three consecutive financial years preceding the year in which the cap will apply. The 70% rule has been applicable since 17 June 2016 under the Audit Regulation. Management provides the Audit Committee with information on the value of non-audit services compared to the average statutory audit fee presenting data for the previous three years. For the first year of KPMG assignment the level of the auditor's services fees was also monitored by management and reported to the Audit Committee. Non-audit services provided by KPMG were 23% of the audit fee in 2022.



Third, the feedback questionnaire referred to in the previous section included questions relating to the independence of the audit firm and individuals in the audit staff. There was no case of auditor's independence threat observed and reported by the respondents.

Taking into account all aspects described above the Audit Committee was satisfied with the auditor's independence.

Significant issues considered by the Audit Committee in relation to the financial statements and how these were addressed

In relation to the Group's financial statements, the Audit Committee focused on the following areas:

- 1) processes for risk management including identification and valuation of new or increased risks, monitoring of risks, impact of risks on financial reporting (disclosures and valuations) which included but was not limited to risks resulting from or related to the war in Ukraine, inflation, increases of energy prices and interest rates;
- 2) controls over projects, investments and contracts' profitability throughout their implementation
- 3) controls over subsidiaries
- 4) liquidity of the Group
- 5) impairment testing
- 6) review of the Economic Useful Life of assets
- 7) definition of segments in the Group
- 8) approach to immaterial prior-period errors
- 9) valuation of the key risks including tax related risks
- 10) review of any other accounting approaches, judgments and estimates related to key transactions
- 11) disclosures on claims and litigation in the financial statements
- 12) disclosure on impact of the war on the Group's financial statements
- 13) new types of transactions such as virtual and physical PPAs (Power Purchase Agreements) entered into in order to hedge against energy price increases
- 14) monitoring the results of the joint venture established by the Company in 2021 to expand fiber network development and wholesale of services based on fiber including impact on the Company's and the Group's financial statements
- 15) monitoring ESG activities and their reporting including current and planned increase of the scope of ESG reporting and assurance in the area of the EU taxonomy related to the sustainable activities, assessment of climate change impact on the Group, the Group's activities to adapt to and to mitigate the risks of climate change and environment deterioration
- 16) monitoring of auditor's quality and development of Audit Quality Indicators
- 17) electronic financial reporting with extended scope of tagging (marking) according to the EU taxonomy in the consolidated financial statements
- 18) communication with KNF (the Polish regulator of financial markets) on auditors' quality monitoring and financial reporting of the Group.

Internal control over financial reporting

Management implements internal controls at various levels of the organisation. The scope of these controls includes, but is not limited to, transactional level controls, line managers' or corporate reviews, trend analysis, reconciliation controls and entity level controls.

The Company continuously monitors the evolution of the control environment. It ensures that all significant changes are sufficiently controlled and any identified deficiencies in the internal control over financial

reporting system are addressed with action plans. On a quarterly basis, the system is monitored in a self-assessment tool implemented by the Company and, in addition, senior managers certify the effectiveness of the internal controls over financial reporting in their areas of responsibility. On a yearly basis, the controls are subject to testing by the internal control team, internal and external auditors, and the results are reported to the Audit Committee.

The Audit Committee received reports from Management on the internal control over financial reporting system, and monitored the appropriateness of the “control culture” as well as the way risks were identified, managed and disclosed. The Committee also reviewed reports from Management on implementation of actions in response to comments on internal controls from the internal and external auditors. In addition, the Audit Committee received assurance from management after completion of a yearly comprehensive assessment of Orange Polska Group’s internal controls over financial reporting. All deficiencies identified were corrected or appropriate action points have been adopted. Management concluded that there were no weaknesses that would materially impact internal control over financial reporting in the year ended 31 December 2022 and the Audit Committee was satisfied that Management’s conclusion was reasonable in light of the reports it had received.

In December 2022, the Internal Audit of the Company issued a report on the assessment of the overall internal control system in OPL (based on the COSO framework) with the conclusion that the system provides reasonable assurance that the Company's objectives could be achieved, that reporting (internal and external, financial and non-financial) is reliable and that the Company operates in accordance with applicable laws.

Internal audit function and assessing the effectiveness of the internal audit function

The Internal Audit function provides the Audit Committee, the Management Board and senior management with independent and objective assurance and advice on governance, risk management and internal control. It assists the organisation in reaching its objectives by systematically and methodically evaluating its processes, risk management and internal control system.

In addition to reviewing the effectiveness of these areas and reporting on aspects of the Orange Polska Group’s compliance with them, Internal Audit makes recommendations to address any key issues and improve processes. Once any recommendations are agreed with management, Internal Audit monitors their implementation and reports to the Audit Committee on progress made at every meeting.

Internal Audit considers all of Orange Polska Group’s activities, and reports to the Audit Committee, and to the Management Board President. The Director of Internal Audit attends all scheduled meetings of the Audit Committee, and also has the power to raise any matters with the members of the Committee without the presence of management.

Internal Audit responsibilities are clearly defined and approved as stated in the internal audit charter which is reviewed and approved annually by the Audit Committee. The Internal Audit function acts in conformity with the Standards for the professional practice of Internal Auditing and the Code of Ethics issued by the Institute of Internal Auditors (IIA). Internal Audit plans are drawn up annually and take account of risk assessment, changing business needs and issues raised by management, follow-up on prior audit findings and cyclical review planning. The approach also builds reserved hours into the plan for ad-hoc, specially requested audits, and for urgent audit issues that arise throughout the year. The annual plan of Internal Audit is submitted for review and opinion by the Audit Committee. Progress against the annual Internal Audit plan is monitored and regularly reported to the Audit Committee.

In the course of its work, the Internal Audit function also liaises with the statutory auditor, discussing relevant aspects of their respective activities and assisting them in internal control testing which ultimately supports the assurance provided to the Audit Committee and management.

The effectiveness of the Internal Audit is monitored using the quality assurance and improvement programme which comprises internal assessment activities and annual external assessment by IFACI - l'Institut Francais de l'Audit et du Controle Interne (the French Chapter of the IIA). Following the assessment carried out in 2022, Orange Polska's Internal Audit renewed its IIA certification from IFACI.

The Audit Committee reviews the annual plan of Internal Audit, its budget and progress reports. The Committee monitors the periodic reporting on internal audit actions and findings and responsiveness of management to Internal Audit recommendations. In addition, the Committee meets privately with the Director of Internal Audit and reviews the independence of the Internal Audit process.

Risk management

The Audit Committee monitors the effectiveness of the risk management system. An update report on the system's design and operation was reviewed by the Audit Committee.

Risks are identified within all relevant business units. The risks which are perceived by members of the Management Board or by Executive Directors as most significant for Orange Polska operations are qualified as top risks. In addition to top risks, emerging risks which may become top risks in the longer term are also identified. Review of top risks along with emerging risks and their update is reported to and assessed by the Supervisory Board once a year. All risks are grouped into clusters (risks of similar nature) to ensure consistent and effective risk management across all business units in OPL.

The Supervisory Board received a report on top and emerging risks.

The top risk analysis is taken into account in the preparation of the annual Internal Audit plan. The plan addresses different aspects of top risks. The plan is submitted to the President of the Management Board for his approval and then to the Audit Committee for its review.

Compliance

Matters related to the implementation of the Compliance Management Programme are reported to the Audit Committee in the following areas: ethics, general compliance with laws and regulations, anti-fraud, non-telco fraud, security and anti-corruption. As part of its periodic reports, the Compliance Management area informs the Audit Committee about activities carried out, including among others the corruption risk map, due diligence on new contracting partners, communication and training activities and results of inspections initiated by notification of irregularities through dedicated channels. Orange Polska actively cooperates with the Compliance areas within the international Orange Group, sharing good practice and maintaining the Orange Group's anti-corruption standards.

The Compliance Management Programme in Orange Polska embraces the Company's obligations to act in line with the law, applicable standards, regulations, market and industry standards, as well as ethical principles, both in dealings with clients and business partners and between employees. One of the key elements of the Compliance Management Programme is the Anti-Corruption Policy, through which the Company adopts a zero-tolerance approach towards corruption with regard to every aspect of its activities. The correct application of Anti-Corruption Policy rules is supported by internal regulations with detailed guidelines and instructions aiming to identify and effectively prevent irregularities.

Also, in order to guard against the risks of corruption, non-compliance with economic sanctions, money laundering, terrorism financing and frauds, Orange Polska applies due diligence procedures in relationships with its business partners.

To prevent and control conflict of interest at Orange Polska, dedicated regulations were reinforced in the Company.

The Compliance Management area provides continuous information and training to build employees' awareness and knowledge. If a problematic situation arises, employees can access ongoing consultation, advice and opinions.

Whistleblowing

The Company provides different channels of communications where all employees and stakeholders can also report their doubts, observed irregularities or violations of applicable laws through dedicated channels, either anonymously or openly, without fear of negative consequences. All such notifications are treated confidentially and examined and addressed with due diligence. The Audit Committee reviews the summary of cases reported through the whistleblowing system. As a result of whistleblowing a significant fraud case was revealed and is now investigated by the public prosecutor.

Orange Polska is closely monitoring the upcoming changes to the legal regulations applicable to whistleblowing and will adapt its internal procedures to the new requirements.

Monitoring changes in the legal environment and changes in accounting standards

Relevant changes in the legal environment, together with updates to accounting standards and recommendations from regulatory bodies, were considered by the Audit Committee, as well as the question of how Orange Polska Group approached and implemented them. The Audit Committee in particular looked also into the Company's implementation of the European Single Electronic Format, the climate related financial disclosures, and planned changes to the tax environment.

Other areas of interest

The Audit Committee reviewed and issued opinions on significant transactions with related parties, in line with internal regulations and best practices of corporate governance. Orange SA's nominees are excluded from voting at Supervisory Board meetings and Audit Committee meetings on transactions involving Orange SA or its subsidiaries. The Committee reviewed other matters of interest, including but not limited to revenue assurance, hedging, insurance, tax and M&A transactions. Also the Audit Committee issued opinions on other matters referred to the Committee by the Supervisory Board and/or the Management Board including financing and granting bank guarantees to OPL's subsidiaries. The Audit Committee also worked with management to develop an improved approach to the supervision of OPL's subsidiaries.

REPORT

from the activities of the Strategy Committee of the Supervisory Board of Orange Polska S.A. in 2022

The Strategy Committee was established by virtue of the Resolution of the Supervisory Board dated 15 June 2005.

The Committee is a collegial body whose role is to support the work of the SVB, in particular in the following areas:

- strategic plans set out by the Management Board and especially their main strategic options;
- the Management's planning processes;
- strategic projects related to the development of Orange Polska (such as strategic agreements, alliances, technological and industrial cooperation agreements; significant acquisitions and sales of assets).

The Strategy Committee provides, furthermore, support and advice to the Management Board in these areas.

Strategy Committee members in 2022:

Chairman:

Jean-Marc Vignolles

Members:

Philippe Béguin
Bénédicte David
Bartosz Dobrzyński ("Independent Director") – from 22 April 2022
Patrice Lambert de Diesbach
Monika Nachyła ("Independent Director")
Dr. Maria Pasło-Wiśniewska ("Independent Director")
Wioletta Rosołowska ("Independent Director")

Permanent guests:

Maciej Witucki, Chairman of the Supervisory Board
Russ Houlden, Chairman of the Audit Committee

All Supervisory Board Members are invited to participate in Strategy Committee meetings.

Supervisory Board members and Orange Polska Management Board actively participated in the works of the Committee, whenever appropriate.

Secretary of the Strategy Committee in 2022 was Maria Janczar, Orange Polska Corporate Strategy & Market Research Director.

In 2022 the Strategy Committee held four meetings.

Letter from the Chairman of the Strategy Committee

Dear Shareholder,

2022 was on many dimensions very different year than any of the previous in the history of Orange Polska. It has brought to the whole world and to Poland in particular, dynamic economic and geopolitical changes. When we were all expecting continuation of post-pandemic recovery, the inflationary pressure, energy crises and finally the war in Ukraine has challenged the global balance and the perception of stability among businesses and consumers.

I'm exceptionally proud of Orange Polska as well as its employees joint efforts and active involvement into securing the Company results together with important support provided to those affected by the war in Ukraine – it has made a real difference in the lives of so many.

Orange Polska was able to successfully navigate through these uncertain times and despite strong headwinds continued its .Grow strategy execution with great results. The Strategic Committee was bolstering Management of the Company through discussions on key strategic development areas such as digital transformation, vision for next level of B2B and ICT services, as well as new opening on wholesale operations.

Among top priority areas discussed during our meetings was also Human Capital strategy of Orange Polska, with special focus on recruitment approach, competencies development, talents management and remuneration policy under current dynamically changing macroeconomic situation.

A lot of Committee's attention was also devoted to energy crisis topic, both through overview of Orange Polska own energy consumption optimisation and transformation toward renewable sources as well as repositioning of reselling activities conducted by its Subsidiary - Orange Energia.

The past year has been a challenging but also rewarding one for the Company. Orange Polska remains committed to delivering value to our Shareholders and steering over any economic and political uncertainties that may arise in the future.

Thank you for your continued support.

Jean-Marc Vignolles

Chairman of the Strategy Committee

Issues on the Strategy Committee's agenda for 2022

OPL approach to digital

Digital is the new normal in Poland as customer behavior and needs have changed. Digital was recognised in .Grow strategy as a key strategic lever for future Orange Polska development. The Committee reviewed the setup of Digitization unit that is to deliver ambitious targets: i.e. 25% of sales and 75% of all customer contacts in digital channels in 2024.

B2B and ICT strategy

Orange Polska, a leader on B2B market, reconfirms the directions set in .grow strategy through continuation of value creation path and exploration of emerging sources of growth whilst holistically reinventing itself. B2B unit today is the holding of companies with E2E offering, building synergies on customer relation level. The Committee discussed macro challenges cumulated in recent months and impacting B2B operations.

Overview of OPL wholesale business

Telecommunication market in Poland is still very diversified: along country-wide operators there are hundreds of smaller entities with total number of players exceeding 4000. Growing coverage of wholesale-only fiber operators but also increasing interest in fiber infrastructure sharing by integrated players are changing the dynamics of wholesale market. The Committee analyzed how OPL wholesale strategy reflects recent market trends.

Reshaping Orange Energy

2021 was a year of extraordinary energy price increase with negative impact on whole energy market and OE. Changes implemented in 2021 (offer construction & hedging strategy) decreased significantly risk profile of OE business and allowed to achieve positive results in 1H2022. The Committee discussed Orange Energy transformation plan and outlook on future opportunities & risks.

Green energy transformation

Climate responsibility is an immanent element of .Grow strategy. Orange Polska is halfway towards 2025 renewable energy and emission reduction goals. While PPA contracts are key for climate goals, efficiency remains crucial & energy optimization programme continues. The Committee analyzed company achievements to date and plans for further actions.

Human Capital strategy

The Committee reviewed Orange Polska Human Capital strategy regarding recruitment and competencies development, along with talents management and remuneration policy with view on dynamically changing macroeconomic situation.

REPORT

on the 2022 activities of the Remuneration Committee of the Supervisory Board of Orange Polska S.A.

The Remuneration Committee was established by virtue of the Resolution of the Supervisory Board dated 16 June 2004 as a consultative body of the Supervisory Board.

Remuneration Committee members

- Maria Paśło-Wiśniewska, PhD (Independent Board Member) – the Chairwoman
- Prof. Michał Kleiber (Independent Board Member) until 22 April 2022
- Marc Ricau
- Jean-Marc Vignolles until 22 April 2022
- Bénédicte David since 22 April 2022
- Bartosz Dobrzyński since 22 April 2022

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

Letter from the Chairwoman of the Remuneration Committee

Dear Shareholder,

To start with a formal matter, I would like to inform you that in April 2022 the composition of the Remuneration Committee changed – Mr. Jean-Marc Vignolles and Mr. Michał Kleiber left the Committee and Ms. Benedicte David and Mr. Bartosz Dobrzyński joined the Committee.

Jean-Marc and Michał, thank you very much for your contribution to our work; Benedicte and Bartosz, welcome to the Committee.

In 2022 Orange Polska continued its strategic plan **.Grow**, implementing digitalisation and transformation processes in the Company to face a challenging future.

Despite unfavourable external conditions – in particular the pandemic, the war in Ukraine, the crisis on the energy market and rising inflation – the company operated efficiently and delivered the expected business results. The ongoing process of cultural change in Orange Polska enabled its management team and employees to act flexibly and quickly to respond to needs of the market.

The Company puts the growth of value for customers at the heart of its strategy – access to the Company's network as well as good standards of services. Being more digital, using artificial intelligence, machine learning, cloud technology, etc., the Company is more and more customer friendly. This is evidenced by the high position of Orange Polska in the NPS rankings.

All this is possible thanks to our diligence regarding the new competences of employees. The long-term development programmes at various levels of expertise, professional schools (Data & AI Chapter Professional School, IT Academy, Cybersecurity, the #Client program), PM in Action and other programmes help people and the Company to adapt to a rapidly changing environment and remain

agile and focused on the business. Aware of the benefits of diversity, special training has been offered to Orange women to facilitate careers that match their aspirations and potential.

Through our #OrangeGoesGreen strategy, Orange Polska contributes to the protection of climate, which should result in a significant reduction of CO2 emission. The importance of this strategy is emphasised by including 2022's green goals in the MBO bonus system for all the Management Board Members.

To support realisation of Orange Polska's strategy, the Remuneration Committee recommended the reappointment of three Management Board Members for the next term of office, those being Members in charge of Finance, Human Capital and Carriers Market and Real Estate Sales.

Additionally, following the Polish law and the Best Practices of Warsaw Stock Exchange, the Committee gave its positive recommendations on the Diversity policy applicable to the Supervisory Board.

All recommendations of the Remuneration Committee were accepted respectively by the Supervisory Board and the General Meeting of Shareholders.

The Committee, working consistently according to the adopted plan, analysed among others: the ability of incentive systems to face the Company's challenges; control and management of labour costs in an environment of high inflation; and the equality of remuneration policy with regard to women and men.

In 2022 the Committee prepared three mandatory reports: Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021; Remuneration Committee's Annual Report for 2021; and Realisation of Remuneration Policy as part of MB's Report on Orange Polska Activity 2021.

Presenting this Report let me say a huge thank you to all Members of the Committee, to our Human Capital colleagues, supporting the Committee in the performance of our tasks and to all employees of Orange Polska for their work towards 2022's business results.

Finally, and importantly, allow me to express my special gratitude to all employees of Orange Polska for their empathy and spontaneous generosity in helping refugees from war-torn Ukraine. It has been a great test of our humanity, and one which our staff passed brilliantly.

Please find below all the details about the activity of the Remuneration Committee in 2022.

Maria Pasło-Wiśniewska

Chairwoman of the Remuneration Committee

Main responsibilities of the Committee

The Remuneration Committee should meet at least four times a year. The task of the Committee is to advise the Supervisory Board and Management Board on the general remuneration policy of Orange Polska Group and to make recommendations on appointments to the Management Board.

The Committee's detailed tasks include:

- determining the conditions of employment and remuneration of the Members of the Management Board;

- considering proposals made by the President or the Supervisory Board concerning new appointments to the Management Board, taking part in the final stage of the process and making the appropriate recommendation to the Supervisory Board about the candidates;
- considering proposals made by the President or the Supervisory Board regarding resignation of any Member(s) of the Management Board and making, if necessary, a relevant recommendation to the Supervisory Board;
- giving recommendations to the Supervisory Board regarding the amounts of bonuses for the Members of the Management Board;
- providing an opinion on the remuneration policy for most senior executives and on the general remuneration policy for the wider Orange Polska Group. In both cases this must take into account the relative market position of Orange Polska Group's terms of engagement and remuneration levels;
- producing a report for the Supervisory Board on the activity of the Committee and assessment of the remuneration policy of Orange Polska Group.

The Remuneration Committee had five meetings in 2022, and took several sets of actions as outlined below.

The Remuneration Committee's recommendations to the Supervisory Board in 2022:

- 1) reappointments and employment conditions for the next term of office, starting from June 21, 2022: the Management Board Member in charge of Finance, the Management Board Member in charge of Human Capital and the Management Board Member in charge of Carriers Market and Real Estate Sales;
- 2) Stretch Bonus for the CEO for 2021;
- 3) conditions of Stretch Bonus for the CEO for 2022;
- 4) Stretch Bonus cascade – a new element of the reward system – for MBM in 2022;
- 5) evaluation of the MBM bonuses for 2021;
- 6) targets and bonus conditions for MBM for 2022;
- 7) terms of participation of the MBM of Orange Polska in the Orange S.A. Group Long Term Incentive Plan for 2022–2024;
- 8) success indicators in the second Series of Polish LTI Incentive Program in the years 2022–2024;
- 9) update of the LTI Incentive Programme Regulations;
- 10) the Remuneration Committee's Annual Report 2021;
- 11) the Diversity policy applicable to the Supervisory Board.

The Remuneration Committee issued the opinions on:

- 1) the Report on the Remuneration of the Members of the Management Board and Supervisory Board of Orange Polska S.A. in 2021;
- 2) the Remuneration Policy of the Company in 2021.

The Remuneration Committee positively acknowledged:

- 1) Orange Polska's ongoing strategic plan .Grow
- 2) the analysis of OPL labour costs under the conditions of high inflation;
- 3) the method of employing employees and types of cooperation with IT service providers;

- 4) Orange Group LTIP;
- 5) HC Dashboard – a periodic report on matters of Human Capital;
- 6) benefits granted to the Management Board Members due to Orange Polska internal regulations;
- 7) report on realisation of agreement with Orange Global International Mobility SA;
- 8) the results of Together 2021 – Orange Group's employee shareholding scheme;
- 9) continuation of the LTI 2023-2025 local OPL program (wave 3);
- 10) implementation of the environmental strategy for reduction of CO2 emissions;
- 11) process of buying back used electronic equipment (computers, laptops and tablets) by the Management Board Members on the same terms as applied to all employees in Orange Polska.

Significant issues considered by the Remuneration Committee in 2022:

- 1) review of all incentive and employee engagement systems: reward and recognition, diversity and wellbeing, and social barometer follow-up;
- 2) review of the remuneration policy applicable to both managers and the Orange Polska capital group;
- 3) analysis of the equality policy in terms of remuneration and comparison of the remuneration of women and men in Orange Polska;
- 4) changes in Orange Polska's organisation caused by COVID 19, with sanitary rules and the continuation of hybrid work;
- 5) Orange Polska succession plan for MBM and Executive Directors.

The Remuneration Committee operated in accordance with its working plan for 2022 approved by all the Remuneration Committee's Members.