

Current report 6/2020
Orange Polska S.A. – Warsaw, Poland
20 May 2020

Pursuant to art. 19, clause 1, item 1 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. informs about summoning the Annual General Meeting.

Announcement of the Management Board of Orange Polska on the Annual General Meeting

I. Date, time and venue of the Annual General Meeting and detailed Agenda

The Management Board of Orange Polska Spółka Akcyjna (hereinafter referred to as 'Orange Polska S.A.' or 'the Company') with its registered seat in Warsaw, entered in the companies' register maintained by the Regional Court for the Capital City of Warsaw, 12th Business Division of the National Court Register, under the number 0000010681, acting pursuant to provisions of article 399 § 1 of the Commercial Companies Code and § 12 clause 2 of the Articles of Association of Orange Polska S.A., convenes the Annual General Meeting of Orange Polska S.A. ('General Meeting') to be held on **17 June 2020, (Wednesday)** at **10:00 CET**, in Warsaw, at Orange Polska S.A. headquarters at Aleje Jerozolimskie 160 ('Company's headquarters'), building E, ground floor, the conference hall – K/CK.

Agenda:

- 1) opening of the Meeting;
- 2) election of the Chairman;

Resolution no. 1 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on nomination of the Chairman of the Annual General Meeting

- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) review of:
 - a) the Orange Polska S.A. separate financial statements for the 2019 financial year,
 - b) the Management Board's motion on distribution of the Orange Polska S.A. profit for the 2019 financial year,
 - c) the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A., and the IFRS consolidated financial statements for the 2019 financial year,
 - d) the Report of the Supervisory Board for the 2019 financial year,
- 5) adoption of the following resolutions concerning:
 - a) approval of Orange Polska S.A. separate financial statements for the 2019 financial year,

Resolution no 2 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on approval of the Orange Polska S.A. IFRS financial statements for 2019

- b) distribution of the Orange Polska S.A. profit for the 2019 financial year,

Resolution no 3 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on distribution of Orange Polska S.A. profit for the 2019 financial year

- c) approval of the Management Board's report on the activity of Orange Polska Group and Orange Polska S.A. in the 2019 financial year,

Resolution no 4 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on approval of the Management Board report on the activity of Orange Polska Group and Orange Polska S.A. in the 2019 financial year

- d) approval of the Orange Polska Group consolidated financial statements for the 2019 financial year,

Resolution no 5 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on approval of the IFRS consolidated financial statements for 2019

- e) granting the members of the governing bodies of Orange Polska S.A. the approval of performance of their duties.

Resolution no 6 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on granting approval of the performance of duties of the Management Board's President of Orange Polska S.A.

Resolutions no 7 – 13 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on granting approval of the performance of duties of the Management Board's member of Orange Polska S.A.

Resolutions no 14 – 29 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on granting approval of the performance of duties of the Supervisory Board member of Orange Polska S.A.

NOTE: each resolution will be voted separately

- 6) adoption of the resolution on the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.,

Resolution no 30 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on the adoption of the Remuneration Policy for Members of the Management Board and Supervisory Board of Orange Polska S.A.

- 7) adoption of the resolution on amending the Articles of Association of Orange Polska S.A.,

Resolution no 31 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on amending the Articles of Association of Orange Polska S.A.

- 8) adoption of the resolution on adopting the unified text of the Articles of Association of Orange Polska S.A.,

Resolution no 32 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on adopting the unified text of the Articles of Association of Orange Polska S.A.

- 9) adoption of the resolution on amending the Regulations of the General Meeting of Orange Polska S.A.,

Resolution no 33 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on amending the Regulations of the General Meeting of Orange Polska S.A.

10) changes in the Supervisory Board's composition,

Resolution no 34 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on appointment of a Supervisory Board member

/Voting on appointment of Mr. John Russell Houlden/

Resolution no 35 of Annual General Meeting of Orange Polska S.A. dated 17 June 2020 on appointment of a Supervisory Board member

/Voting on appointment of Mr. Patrice Lambert-de Diesbach/

11) closing of the Meeting.

NOTE: the ordinal numbers of the resolutions and the names of the candidates to the Supervisory Board may change due to the potential motions of the shareholders indicated before and/or during the Annual General Meeting.

In connection with the intended amendments to the Company's Articles of Association (point 7 of the meeting agenda), pursuant to Article 402 § 2 of the Commercial Companies Code, the resolutions effective to date and the wording of the planned changes to the Orange Polska S.A. Articles of Association are quoted herein below:

(1) - the previous wording of § 22 clauses 5 and 6 of the Articles of Association of Orange Polska S.A.:

- "5. The Supervisory Board may adopt resolutions in a written form or by using means of direct remote communication. Such resolution shall be valid if all members of the Supervisory Board have been informed about the content of a draft resolution.
6. Adoption of resolutions under the procedure defined in clauses 4 and 5 above shall not apply to the election of the Chairman, deputy Chairman and the Secretary of the Supervisory Board, appointment of the Member of the Management Board as well as dismissal and suspension of such persons."

(2) - wording of the planned change to § 22 clauses 5 and 6 of the Articles of Association of Orange Polska S.A.:

- „5. The Supervisory Board may adopt resolutions in a written form or by using means of direct remote communication. Such resolution shall be valid if all members of the Supervisory Board have been informed about the content of a draft resolution and at least half of the Members of the Supervisory Board took part in the adoption of the resolution.
6. The Supervisory Board may adopt resolutions under the procedure defined in clauses 4 and 5 also in secret ballots, provided that none of the Member of the Supervisory Board raises an objection."

II. Information on participation rights in the General Meeting of Orange Polska S.A.

1. Shareholder's right to request for certain issues to be put on the General Meeting's agenda and to table draft resolutions

- 1) Pursuant to art. 401 § 1 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital have the right to put issues on the General Meeting agenda. The request shall contain the following:

- a) the justification or a draft resolution on the proposed item,
- b) an updated office copy of the entries in the companies' register or any other equivalent document confirming representation to act in the petitioner's name – regards the shareholders that are legal persons or entities that have no legal personality,
- c) a document confirming ownership of such number of shares that authorises to place the request.

The request shall be filed with the Management Board in writing at the Company's headquarters, or sent by e-mail to the address wza@orange.com (pdf file), at least 21 days prior to the date of the General Meeting, i.e., on **27 May 2020** at the latest.

- 2) The Management Board shall immediately, and not later than at least 18 days prior to the planned date of the General Meeting, i.e. by **30 May 2020**, announce changes to the agenda introduced upon Shareholders' request. The announcement shall be made in the manner appropriate to convene the General Meeting.
- 3) Pursuant to art. 401 § 4 of the Commercial Companies Code, the Shareholder or Shareholders representing at least 5% of the share capital and authorised to participate in the General Meeting have the right to table draft resolutions on issues on the General Meeting agenda or those to be put on the agenda. The drafts shall be filed with the Management Board in writing at the Company's headquarters, or sent by e-mail to the address wza@orange.com (pdf file). The request with the draft resolution shall be accompanied by the documents referred to in points 1b) and 1c).
- 4) The Company may take actions proportional to the purpose to identify the Shareholder or Shareholders and verify the validity of the documents submitted, referred to in points 1) and 3).
- 5) Pursuant to art. 401 § 5 of the Commercial Companies Code, each Shareholder authorised to participate in the General Meeting may, during the General Meeting, table draft resolutions on the issues that have been put on the agenda.

2. Exercise of their voting right by the proxy holder

- 1) A Shareholder being natural person may participate in the General Meeting and exercise his/her voting right in person or by a proxy holder.

A Shareholder not being natural person may participate in the General Meeting and exercise its voting right through a person authorised to make statements of will in its name or by a proxy holder.
- 2) The proxy shall be made in writing, otherwise null and void, and it shall be appended to the General Meeting minutes or made in electronic form. The form of the proxy authorising to exercise the voting right by a proxy holder is available at the Company's website: www.orange-ir.pl (pdf file).
- 3) Orange Polska S.A. shall be notified about a proxy in electronic form at least 3 working days prior to the General Meeting, i.e. on **12 June 2020** at **16:00 CET** at the latest by e-mail sent to pelnomocnictwo.wza@orange.com containing a scan of proxy signed by the Shareholder or, in case of shareholders other than natural persons, by persons authorised to represent such Shareholder.
- 4) Orange Polska S.A. shall take relevant steps to identify the Shareholder and the proxy holder in order to verify the validity of the proxy made in electronic form. The verification may mean a feedback by e-mail or by telephone asking the Shareholder and/or the proxy holder to confirm the representation and the scope of the proxy. Orange Polska S.A. thereby represents that any failure to respond to such verification

shall be treated as failure to grant proxy and shall give grounds for such proxy holder to be denied access to the General Meeting.

- 5) The right to represent a Shareholder not being a natural person shall be derived from an office copy of the relevant register (placed in original or in a copy confirmed by notary), or other equivalent document or from the proxy, to be presented when checking the attendance list or sent in electronic form (pdf file). A person/persons granting proxy on behalf of the Shareholder that is not natural person shall be entered in the updated office copy of the relevant register.
- 6) A management board member and an employee of the Company may act as proxy holders at the General Meeting. If a management board member or a supervisory board member or an employee of the Company or a member of a subsidiary's bodies or its employee is a proxy holder at the General Meeting, the proxy may authorise to represent exclusively at a single General Meeting.
- 7) The proxy holder, referred to in point 6) shall notify the Shareholder about any circumstances that indicate or may indicate a conflict of interest. Further representation shall be forbidden.
- 8) The proxy holder, referred to in point 6) shall vote in line with the instructions received from the Shareholder.

3. The possibility and mode of participating in the General Meeting by means of electronic communication

- 1) The Company allows for participation in the General Meeting by means of electronic communication.
- 2) Shareholder or a proxy holder intending to participate in the General Meeting in the manner referred to in point 1), is obliged to notify this intention to the Company using electronic means of communication no later than 3 working days prior to the date of the General Meeting, i.e. on **12 June 2020** at the latest at: wza@orange.com.
- 3) Using the above mentioned form of participation in the General Meeting shall be possible via a link which will be sent to the Shareholder or a proxy after positive verification of his/her rights, 2 working days prior to the date of the General Meeting, i.e. on **15 June 2020** by **16:00 CET** at the latest.
- 4) Detailed rules and conditions for the participation in the General Meeting by means of electronic communication are specified in the Annex to this announcement.

4. The method of communication at the General Meeting by means of electronic communication

The Company allows Shareholders to communicate by electronic means only (chat) at the General Meeting under the conditions specified in the Annex to this announcement.

5. The procedure for casting votes by correspondence or by electronic means

- 1) The Company does not allow for executing the voting right by correspondence.
- 2) The Company allows for executing the voting right by means of electronic communication under the conditions specified in the Annex to this announcement

6. The record date

The 16th day prior to the date of the General Meeting, i.e., **1 June 2020** shall be the record date.

7. The right to participate in the General Meeting

- 1) Only the persons being Orange Polska S.A. Shareholders as of the record date, i.e., **1 June 2020**, shall have the right to participate in the General Meeting. Personal certificate of entitlement to attend the General Meeting is issued by the entity operating a securities account, not later than in the first working day after the day of registration, i.e. **2 June 2020**.
- 2) The list of Shareholders authorised to participate in the General Meeting shall be made pursuant to the data received from the National Securities Depository (KDPW). It is however recommended that the Shareholders had bearer certificates of their right to participate in the General Meeting issued by the entity maintaining the securities account.
- 3) Shareholders shall be allowed to take part in the General Meeting on producing their identity document, while proxy holders shall be allowed to take part in the General Meeting on producing their identity document and the proxy made in writing or by electronic means. Representatives of legal persons or entities not having legal personality shall additionally produce updated office copies of relevant registers with persons authorised to represent the entities entered in it.
- 4) The list of Shareholders entitled to participate in the General Meeting will be available at the Company's headquarters three working days before the General Meeting, i.e. from **12 June 2020**.
- 5) Any Shareholder may demand that the list of Shareholders entitled to participate in the General Meeting be e-mailed free of charge to the e-mail address indicated by them. If she/he is not included in the list of Shareholders entitled to participate in the General Meeting, the Company may demand the presentation of documents confirming that the demanding party is truly a Shareholder on the date of forming such a demand.

III. Access to documentation and other information

- 1) Any information and documents to be presented to the General Meeting together with draft resolutions, shall be placed at the Company's website: www.orange-ir.pl in AGM section beginning on the day the General Meeting has been convened.
- 2) Beginning on **10 June 2020**, a Shareholder shall have the right to request a copy of motions on the issues on agenda.
- 3) The proceedings of the General Meeting will be transmitted via the Internet. The link to the transmission enabling real-time reception of the General Meeting in Polish and English will be posted on the Company's website www.orange-ir.pl a week prior to the General Meeting.
- 4) Information related to the processing of personal data by the Company is available at: www.orange-ir.pl.

Annex to the Announcement on the Annual General Meeting of Orange Polska S.A. as of 17 June 2020

Part A. Information on the possibility, rules and manners of participation by Shareholders in the General Meeting by means of electronic communication

Participation in the General Meeting

1. Pursuant to the Regulations for participation in the General Meetings of Orange Polska S.A. using electronic communication means adopted by the resolution of Supervisory Board no. 21/20 dated 11 May 2020, participation in the General Meeting by means of electronic communication includes in particular:
 - 1) real-time two-way communication where shareholders can make statements during the General Meeting, staying in a different place than the place of the General Meeting,
 - 2) exercising the right to vote before or during the General Meeting in person or by proxy holder.
2. Participation in the General Meeting referred to in item 1 shall take place by means of a dedicated IT platform using technology and means ensuring Shareholder identification and communication security.
3. Communication in the manner referred to in item 1 point 1 as well as confirmation of receipt of votes, takes place by means of a text communicator on the dedicated IT platform.
4. At the Shareholder's request, submitted no later than three months from the date of the General Meeting, the Company sends to the Shareholder or its proxy confirmation that his/her vote has been properly registered and counted, unless such confirmation has been provided to the Shareholder or his/her proxy in advance.
5. A Shareholder or a proxy holder intending to participate in the General Meeting by means of electronic communication should meet the technical requirements set out in **Part B** and is obliged to notify the Company of this intention using electronic means of communication at: wza@orange.com, sending the following documents:
 - 1) a completed and signed Statement, scanned to pdf format, prepared in accordance with the form specified in **Part C** of this Annex,
 - 2) a scan of an identity document (ID card or passport, in secure way) containing data enabling identification of a Shareholder or a proxy holder who is a natural person and a scan of the power of attorney,
 - 3) a scan of an excerpt from the relevant register, a scan of the power of attorney, a proxy' holder's identity document (ID card or passport, in secure way) or an excerpt from the appropriate register of the proxy when a Shareholder or a proxy holder is a legal person or an organizational unit without legal personality,
 - 4) personal data provided by the Shareholder will be processed by Orange Polska solely for the purpose of verifying and confirming his right to participate in the General Meeting by means of electronic communication.

Verification of Shareholders and entry on the attendance list

6. In order to carry out the correct verification, the Company may contact the Shareholder or a proxy holder using the contact details indicated in the Statement.

7. In the case of non-removal or explanation by correspondence, within the time limit set by the Company, of any non-compliance, the Company shall refuse the given Shareholder to whom the non-compliance relates participation in the General Meeting using electronic means of communication, notifying him of this fact to the email address provided in the Statement.
8. Based on the list of shareholders entitled to participate in the General Meeting received from KDPW S.A. (the Central Securities Depository of Poland) the Company will verify the powers of the given Shareholder who has indicated his/her intention to participate in accordance with item 5 above.
9. With respect to the shareholders who participate in the General Meeting by means of electronic communication, the rules of their entry to the attendance list are the following:
 - 1) The persons appointed by the Management Board check the data referred to in § 7 item 2 of the Regulations of the General Meeting of Orange Polska S.A., based on documents sent in accordance with item 5 above, copies of which are attached to the attendance list,
 - 2) Instead of the signature of the Shareholder or his proxy holder on the attendance list, his/her presence is initialled by the person drawing up the attendance list. On this basis, the Chairman of the General Meeting signs the attendance list,
 - 3) Persons drawing up the attendance list shall introduce changes in the composition of shareholders on the attendance list during the General Meeting, at the same time specifying the moment of their occurrence, based on the moment when the given Shareholder logs in or logs out.

IT platform

10. After positive verification of the Shareholder's rights and any proxies granted, the Company will send to the Shareholder or his proxy holder on **15 June 2020, 16:00 CET** at the latest from the address: wza@orange.com to the email address provided by the Shareholder in the Statement, detailed instructions on how to register to a dedicated IT platform enabling participation in the General Meeting using electronic means of communication together with a login and a start password used for the first registration to this platform, which will also confirm the right to participate in the General Meeting using electronic means of communication. The login and the start password will be sent in a password protected file. An SMS with a password to the file mentioned above will be sent to the phone number indicated in the Statement.
11. The Shareholder's start password received from the Company for the IT platform dedicated to participate in the General Meeting by means of electronic communication is used only for the first registration to this platform. In order to maintain the security and confidentiality principles in using the platform, the Shareholder has to change the above password to his/her own as described in the instructions sent with the login and the start password.
12. On **16 June 2020**, between **15:00** and **17:00 CET**, Shareholders will have the opportunity to test the correct functioning of their IT equipment, software and internet connection, which they will use to participate in the General Meeting using electronic means of communication, as well as become familiar with the principles of functioning of the platform made available for this purpose. Access to the tests will be possible via the link sent by email on **15 June 2020** from wza@orange.com.
13. In the case of any problems or questions regarding the use of the platform or how it works, the Shareholder will be able to use telephone technical support available on **16 June 2020 (from 15:00 to 17:00 CET)** and on **17 June 2020**, i.e. on General Meeting **from 9:00 CET** to the end of the General Meeting, or to report it to wza@orange.com. The

technical support telephone number will be made available by the Company to the Shareholder or his proxy holder along with the instructions specified in point 10.

Limitation of the Company's liability

14. The Company is not responsible for any entrustment by the Shareholder of his login and password to participate in the General Meeting by means of electronic communication, to a third party.
15. In the case that technical problems caused by the Company prevent the shareholders from participating in the General Meeting by means of electronic communication, the Chairman of the General Meeting may order a break in the proceedings of the General Meeting until electronic communication is restored, provided that this does not cause significant disruptions in the course of the General Meeting.
16. The risk associated with the use of means of electronic communication in order to participate in the General Meeting, in particular arising from the inability to receive transmission, communication or exercise voting rights during the General Meeting due to failure or interference on the links is limited to the Shareholder and the Company assumes no responsibility in this respect.

Part B. Technical Requirements

1. To participate in General Meetings by electronic communication means the Shareholder or a proxy holder should have at his/her disposal:
 - a) a connection to the public Internet with a minimum bandwidth of 1 Mbps (constant bandwidth while using the platform),
 - b) a computer with the ability to play audio and receive video, working under the control of the Windows 10 operating system or macOS, with one of the following browsers installed: Firefox, Chrome or Safari (all the listed browsers are available for free download on the public Internet). It is not recommended to use Internet Explorer. In addition, JavaScript must be enabled in the browser (these are standard browser settings).
2. Lower bandwidth of the Internet connection and older versions of browsers may cause difficulties or prevent communication with the General Meeting room, delay the transfer, prevent voting.
3. During the use of the platform, it is suggested to the user not to use other applications that significantly burden the computer and communication link used by the platform.

Part C. Specimen Statement of the intention to participate in the General Meeting by electronic communication means

STATEMENT

I (We), the undersigned, being a Shareholder/representative of a Shareholder*) of Orange Polska S.A., based in Warszawa: declare that:

.....
.....

(Shareholder details: name and surname/company, address/registered office)

I (We) desire to participate in the Annual General Meeting of Orange Polska S.A. convened for **17 June 2020**, at **10:00 CET** by electronic communication means.

I declare that as a Shareholder / a person authorised to represent the Shareholder, which is confirmed by the documents submitted to the Company*), and that I will personally participate in the General Meeting electronic communication means.

I declare that I will participate in the General Meeting with the number of shares / to be indicated on the list of Shareholders entitled to participate in the General Meeting of the Company, issued by KDPW*).

I hereby accept all the conditions and consequences of participating by electronic communication means in the General Meeting announced and published by the Company.

Details of Shareholder / person representing the Shareholder*) authorized to participate in General Meetings by electronic communication mean**):

Name and surname:

.....

Address:

.....
...

Personal ID no.:

.....

Number of identity card/passport*

.....

E-mail address for contact and login delivery:

.....

Telephone number for contact / sending the password to login:

.....

Signature(s) of shareholder/ persons authorised to represent the shareholder*:

.....

forename and surname / function

forename and surname / function

.....

place and date

place and date

*) - delete as appropriate

***) - personal data provided by the Shareholder will be processed by Orange Polska solely for the purpose of verifying and confirming his right to participate in the General Meeting by means of electronic communication