

Current report 14/2022
Orange Polska S.A. – Warsaw, Poland
8 September 2022

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 Extraordinary General Meeting.

ANNOUNCEMENT
of the Management Board of Orange Polska
on the Extraordinary General Meeting

I. Date, time and venue of the Extraordinary 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 **Extraordinary General Meeting** of Orange Polska S.A. ('General Meeting') to be held on **6 October 2022, (Thursday)** at **10:30 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 Extraordinary General Meeting of Orange Polska S.A. dated 6 October 2022 on nomination of the Chairman of the Extraordinary General Meeting

- 3) statement that the Meeting is valid and capable to adopt resolutions;
- 4) adoption of the resolution on the merger of Orange Polska S.A. with TP Teltech sp. z o.o.;

Resolution no. 2 of Extraordinary General Meeting of Orange Polska S.A. dated 6 October 2022 on the merger of Orange Polska S.A. with TP Teltech sp. z o.o.

- 5) adoption of the resolution on amending the Articles of Association of Orange Polska S.A.;

Resolution no. 3 of Extraordinary General Meeting of Orange Polska S.A. dated 6 October 2022 on amending the Articles of Association of Orange Polska S.A.

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

Resolution no. 4 of Extraordinary General Meeting of Orange Polska S.A. dated 6 October 2022 on adopting the unified text of the Articles of Association of Orange Polska S.A.

- 7) closing of the Meeting.

In connection with the intended amendments to the Company's Articles of Association (point 5 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 § 6 clause 1 of the Articles of Association of Orange Polska S.A.:

“1. The objects of the Company shall be as follows:

- 1) Other printing [PKD 18.12.Z];
- 2) Pre-press services [PKD18.13.Z];
- 3) Binding and related services [PKD 18.14.Z];
- 4) Reproduction of recorded media [PKD 18.20.Z];
- 5) Manufacture of communication equipment [PKD 26.30.Z];
- 6) Other manufacturing not elsewhere classified [PKD 32.99.Z];
- 7) Repair of electronic and optical equipment [PKD 33.13.Z];
- 8) Repair of electrical equipment [PKD 33.14.Z];
- 9) Trade of electricity [PKD 35.14.Z];
- 10) Construction of utility projects for fluids [PKD 42.21.Z];
- 11) Construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 12) Electrical installation [PKD 43.21.Z];
- 13) Other construction installation [PKD 43.29.Z];
- 14) Agents specialised in the sale of other particular products [PKD 46.18.Z];
- 15) Agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 16) Wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 17) Wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 18) Other retail sale in non-specialised stores [PKD 47.19.Z];
- 19) Retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 20) Retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 21) Retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 22) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 23) Other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 24) Retail sale of second-hand goods in stores [PKD 47.79.Z];
- 25) Retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 26) Other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 27) Other postal and courier activities [PKD 53.20.Z];
- 28) Book publishing [PKD 58.11.Z];
- 29) Publishing of directories and mailing lists [PKD 58.12.Z]

- 30) Publishing of newspapers [PKD 58.13.Z];
- 31) Publishing of journals and periodicals [PKD 58.14.Z];
- 32) Other publishing activities [PKD 58.19.Z];
- 33) Publishing of computer games [PKD 58.21.Z];
- 34) Other software publishing [PKD 58.29.Z];
- 35) Motion picture, video and television programme production activities [PKD 59.11.Z];
- 36) Motion picture, video and television programme post-production activities [PKD 59.12.Z];
- 37) Motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 38) Motion picture projection activities [PKD 59.14.Z];
- 39) Sound recording and music publishing activities [PKD 59.20.Z];
- 40) Radio broadcasting [PKD 60.10.Z];
- 41) Television programming and broadcasting activities [PKD 60.20.Z];
- 42) Wired telecommunications activities [PKD 61.10.Z];
- 43) Wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 44) Satellite telecommunications activities [PKD 61.30.Z];
- 45) Other telecommunications activities [PKD 61.90.Z];
- 46) Computer programming activities [PKD 62.01.Z];
- 47) Computer consultancy activities [PKD 62.02.Z];
- 48) Computer facilities management activities [PKD 62.03.Z];
- 49) Other information technology and computer service activities [PKD 62.09.Z];
- 50) Data processing, hosting and related activities [PKD 63.11.Z];
- 51) Web portals [PKD 63.12.Z];
- 52) Other information service activities, not classified elsewhere [PKD 63.99.Z];
- 53) Activities of holding companies [PKD 64.20.Z];
- 54) Financial leasing [PKD 64.91.Z];
- 55) Other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 56) Other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 57) Activities of insurance agents and brokers [PKD 66.22.Z];
- 58) Buying and selling of own real estate [PKD 68.10.Z];
- 59) Renting and operating of own or leased real estate [PKD 68.20.Z];
- 60) Real estate agencies [PKD 68.31.Z];
- 61) Real estate management on a fee or contract basis [PKD 68.32.Z];
- 62) Accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 63) Public relations and communication activities [PKD 70.21.Z];
- 64) Business and other management consultancy activities [PKD 70.22.Z];
- 65) Architectural activities [PKD 71.11.Z];
- 66) Engineering activities and related technical consultancy [PKD 71.12.Z];
- 67) Technical testing and analysis [PKD 71.20.B];
- 68) Research and experimental development on biotechnology [PKD 72.11.Z];
- 69) Other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 70) Advertising agencies [PKD 73.11.Z];
- 71) Agency in sale of time and space for advertisements in radio and television [PKD 73.12.A];
- 72) Agency in sale of space for advertisements in print media [PKD 73.12.B];
- 73) Agency in sale of space for advertisements in Internet [PKD 73.12.C];

- 74) Agency in sale of space for advertisements in other media [PKD 73.12.D]
- 75) Market research and public opinion polling [PKD 73.20.Z];
- 76) Specialised design activities [PKD 74.10.Z];
- 77) Other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 78) Renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 79) Renting and leasing of other personal and household goods [PKD 77.29.Z];
- 80) Renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 81) Renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 82) Leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 83) Activities of employment placement agencies [PKD 78.10.Z];
- 84) Other human resources provision [PKD 78.30.Z];
- 85) Other reservation service not elsewhere classified [PKD 79.90.C];
- 86) Private security activities other than security systems service activities [PKD 80.10.Z];
- 87) Security systems service activities [PKD 80.20.Z];
- 88) Investigation activities [PKD 80.30.Z];
- 89) Combined office administrative service activities [PKD 82.11.Z];
- 90) Photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 91) Activities of call centres [PKD 82.20.Z];
- 92) Activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 93) Packaging activities [PKD 82.92.Z];
- 94) Other business support service activities not elsewhere classified [PKD 82.99.Z];
- 95) Sports and recreation education [PKD 85.51.Z];
- 96) Cultural education [PKD 85.52.Z];
- 97) Teaching of foreign languages [PKD 85.59.A];
- 98) Other education not elsewhere classified [PKD 85.59.B];
- 99) Educational support activities [PKD 85.60.Z];
- 100) Performing arts [PKD 90.01.Z];
- 101) Support activities to performing arts [PKD 90.02.Z];
- 102) Operation of sports facilities [PKD 93.11.Z];
- 103) Activities of sport clubs [PKD 93.12.Z];
- 104) Fitness facilities [PKD 93.13.Z];
- 105) Other sports activities [PKD 93.19.Z];
- 106) Repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 107) Repair and maintenance of communication equipment [PKD 95.12.Z];
- 108) Other service activities not elsewhere classified [PKD 96.09.Z].”

(2) - wording of the planned change to § 6 clause 1 of the Articles of Association of Orange Polska S.A.:

“1. The objects of the Company shall be as follows:

- 1) other printing [PKD 18.12.Z];
- 2) pre-press services [PKD 18.13.Z];
- 3) binding and related services [PKD 18.14.Z];
- 4) Reproduction of recorded media [PKD 18.20.Z];
- 5) manufacture of metal structures and parts of structures [PKD 25.11.Z];
- 6) treatment and coating of metals [PKD 25.61.Z];

- 7) manufacture of other fabricated metal products not elsewhere classified [PKD 25.99.Z];
- 8) manufacture of electronic printed circuits [PKD 26.12.Z];
- 9) manufacture of communication equipment [PKD 26.30.Z];
- 10) manufacture of fibre optic cables [PKD 27.31.Z];
- 11) repair of electronic and optical equipment [PKD 33.13.Z];
- 12) repair of electrical equipment [PKD 33.14.Z];
- 13) installation of industrial machinery and equipment and outfit [PKD 33.20.Z.];
- 14) trade of electricity [PKD 35.14.Z];
- 15) building works related to erection of residential and non-residential buildings [PKD 41.20.Z];
- 16) construction of utility projects for fluids [PKD 42.21.Z];
- 17) construction of utility projects for electricity and telecommunications [PKD 42.22.Z];
- 18) demolition [PKD 43.11.Z],
- 19) site preparation [PKD 43.12.Z];
- 20) test drilling and boring [PKD 43.13.Z];
- 21) electrical installation [PKD 43.21.Z];
- 22) plumbing, heat and air-conditioning installation [PKD 43.22.Z];
- 23) other construction installation [PKD 43.29.Z];
- 24) joinery installation [PKD 43.32.Z];
- 25) floor and wall covering [PKD 43.33.Z];
- 26) painting and glazing [PKD 43.34.Z];
- 27) other building completion and finishing [PKD 43.39.Z];
- 28) roofing activities [PKD 43.91.Z];
- 29) other specialised construction activities not elsewhere classified [PKD 43.99.Z];
- 30) agents specialised in the sale of other particular products [PKD 46.18.Z];
- 31) agents involved in the sale of a variety of goods [PKD 46.19.Z];
- 32) wholesale of computers, computer peripheral equipment and software [PKD 46.51.Z];
- 33) wholesale of electronic and telecommunications equipment and parts [PKD 46.52.Z];
- 34) other retail sale in non-specialised stores [PKD 47.19.Z];
- 35) retail sale of computers, peripheral units and software in specialised stores [PKD 47.41.Z];
- 36) retail sale of telecommunications equipment in specialised stores [PKD 47.42.Z];
- 37) retail sale of audio and video equipment in specialised stores [PKD 47.43.Z];
- 38) Retail sale of furniture, lighting equipment and other household articles in specialised stores [PKD 47.59.Z];
- 39) other retail sale of new goods in specialised stores [PKD 47.78.Z];
- 40) retail sale via mail order houses or via Internet [PKD 47.91.Z];
- 41) other retail sale not in stores, stalls or markets [PKD 47.99.Z];
- 42) other postal and courier activities [PKD 53.20.Z];
- 43) publishing of directories and mailing lists [PKD 58.12.Z]
- 44) Other publishing activities [PKD 58.19.Z];
- 45) motion picture, video and television programme production activities [PKD 59.11.Z];
- 46) motion picture, video and television programme distribution activities [PKD 59.13.Z];
- 47) motion picture projection activities [PKD 59.14.Z];
- 48) Sound recording and music publishing activities [PKD 59.20.Z];
- 49) radio broadcasting [PKD 60.10.Z];
- 50) television programming and broadcasting activities [PKD 60.20.Z];
- 51) wired telecommunications activities [PKD 61.10.Z];

- 52) wireless telecommunications activities other than satellite telecommunications activities [PKD 61.20.Z];
- 53) satellite telecommunications activities [PKD 61.30.Z];
- 54) other telecommunications activities [PKD 61.90.Z];
- 55) computer programming activities [PKD 62.01.Z];
- 56) computer consultancy activities [PKD 62.02.Z];
- 57) computer facilities management activities [PKD 62.03.Z];
- 58) other information technology and computer service activities [PKD 62.09.Z];
- 59) data processing, hosting and related activities [PKD 63.11.Z];
- 60) web portals [PKD 63.12.Z];
- 61) other information service activities, not classified elsewhere [PKD 63.99.Z];
- 62) financial leasing [PKD 64.91.Z];
- 63) other financial service activities, except insurance and pension funding not elsewhere classified [PKD 64.99.Z];
- 64) other activities auxiliary to financial services, except insurance and pension funding [PKD 66.19.Z];
- 65) activities of insurance agents and brokers [PKD 66.22.Z];
- 66) buying and selling of own real estate [PKD 68.10.Z];
- 67) renting and operating of own or leased real estate [PKD 68.20.Z];
- 68) real estate management on a fee or contract basis [PKD 68.32.Z];
- 69) accounting, bookkeeping and auditing activities; tax consultancy [PKD 69.20.Z];
- 70) public relations and communication activities [PKD 70.21.Z];
- 71) business and other management consultancy activities [PKD 70.22.Z];
- 72) architectural activities [PKD 71.11.Z];
- 73) engineering activities and related technical consultancy [PKD 71.12.Z];
- 74) technical testing and analysis [PKD 71.20.B];
- 75) other research and experimental development on natural sciences and engineering [PKD 72.19.Z];
- 76) advertising agencies [PKD 73.11.Z];
- 77) Market research and public opinion polling [PKD 73.20.Z];
- 78) specialised design activities [PKD 74.10.Z];
- 79) other professional, scientific and technical activities not elsewhere classified [PKD 74.90.Z];
- 80) renting and leasing of cars and light motor vehicles [PKD 77.11.Z];
- 81) renting and leasing of other personal and household goods [PKD 77.29.Z];
- 82) renting and leasing of office equipment and machinery including computers [PKD 77.33.Z];
- 83) renting and leasing of other machinery, equipment and tangible goods not elsewhere classified [PKD 77.39.Z];
- 84) leasing of intellectual property and similar products, except copyrighted works [PKD 77.40.Z];
- 85) activities of employment placement agencies [PKD 78.10.Z];
- 86) other human resources provision [PKD 78.30.Z];
- 87) other reservation service not elsewhere classified [PKD 79.90.C];
- 88) private security activities other than security systems service activities [PKD 80.10.Z];
- 89) security systems service activities [PKD 80.20.Z];
- 90) investigation activities [PKD 80.30.Z];
- 91) landscape service activities [PKD 81.30.Z];
- 92) combined office administrative service activities [PKD 82.11.Z];
- 93) photocopying, document preparation and other specialised office support activities [PKD 82.19.Z];
- 94) activities of call centres [PKD 82.20.Z];

- 95) activities of collection agencies and credit bureaus [PKD 82.91.Z];
- 96) other business support service activities not elsewhere classified [PKD 82.99.Z];
- 97) educational support activities [PKD 85.60.Z];
- 98) other sports activities [PKD 93.19.Z];
- 99) repair and maintenance of computers and peripheral equipment [PKD 95.11.Z];
- 100) repair and maintenance of communication equipment [PKD 95.12.Z];
- 101) other service activities not elsewhere classified [PKD 96.09.Z].”

(3) - the previous wording of § 17 clause 1 of the Articles of Association of Orange Polska S.A.:

“1. The resolutions of the General Meeting shall be adopted by a simple majority of votes cast, unless the Commercial Companies Code or these Articles of Association provide otherwise.”

(4) - wording of the planned change to § 17 clause 1 of the Articles of Association of Orange Polska S.A.:

“1. The resolutions of the General Meeting shall be adopted by a simple majority of votes cast, unless the Commercial Companies Code provides otherwise.”

(5) - the previous wording of § 19 clause 1 of the Articles of Association of Orange Polska S.A.:

- 1. The Supervisory Board shall consist of between 9 (nine) and 16 (sixteen) members at least four members of the Supervisory Board should be independent members. Subject to clause 9, the members of the Supervisory Board shall be appointed and removed by the General Meeting.”

(6) - wording of the planned change to § 19 clause 1 of the Articles of Association of Orange Polska S.A.:

- 1. The Supervisory Board shall consist of between 9 (nine) and 16 (sixteen) members at least four members of the Supervisory Board should be independent members. Subject to clause 8, the members of the Supervisory Board shall be appointed and removed by the General Meeting.”

(7) - the previous wording of § 19 clause 7 of the Articles of Association of Orange Polska S.A.:

“7. Subject to clause 9, the term of office of each member of the Supervisory Board shall be three years.”

(8) - wording of the planned change to § 19 clause 7 of the Articles of Association of Orange Polska S.A.:

“7. Subject to clause 8, the term of office of each member of the Supervisory Board shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Supervisory Board.”

(9) - the planned change to § 19 of the Articles of Association of Orange Polska S.A. deletes clause 8 in the following wording:

“8. The mandate of a member of the Supervisory Board shall expire at the latest on the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Supervisory Board. The mandate of a member of the Supervisory Board shall also expire as a result of the death, resignation or removal of such a member of the Supervisory Board.”

and the subsequent clauses 9 and 10 are renumbered to clauses 8 and 9 respectively.

(10) - the previous wording of § 19 clause 10 (after renumbering as above § 19 clause 9) of the Articles of Association of Orange Polska S.A.:

“10. Number of members of the Supervisory Board appointed in accordance with clause 9 shall not exceed 3 persons.”

(11) - wording of the planned change to § 19 clause 9 (before renumbering as above § 19 clause 10) of the Articles of Association of Orange Polska S.A.:

“9. Number of members of the Supervisory Board appointed in accordance with clause 8 shall not exceed 3 persons.”

(12) - the previous wording of § 20 clause 2 of the Articles of Association of Orange Polska S.A.:

“2. The activities of the Supervisory Board shall be managed by the Chairman of the Supervisory Board, and when absent, by the Chairman’s Deputy.”

(13) - wording of the planned change to § 20 clause 2 of the Articles of Association of Orange Polska S.A.:

“2. The Supervisory Board work shall be managed by the Chairman who shall have the duty to properly organize its work, in particular to convene the Supervisory Board meetings. In the absence of the Chairman, his powers are taken over by the most senior deputy, the Secretary or the most senior member of the Supervisory Board.”

(14) - the planned change to § 20 of the Articles of Association of Orange Polska S.A. deletes clauses 3 and 4 in the following wording:

“3. The Chairman of the Supervisory Board shall convene the meetings of the Supervisory Board and shall chair such meetings. When the Chairman is absent, the meeting may be convened and chaired by the Deputy. When the Chairman and the Deputy are absent, the meeting shall be chaired by the Supervisory Board Secretary or a Supervisory Board member named by the Chairman.

4. When the mandate of the Chairman of the Supervisory Board should expire, the meeting shall be convened and opened, respectively, by the Deputy or, when absent, by the Supervisory Board Secretary or by the Supervisory Board member who has been holding the function for the longest time and such meeting shall be chaired by the above named until a new Chairman is appointed.”

and the subsequent clause 5 is renumbered to clause 3.

(15) - the planned change to § 21 of the Articles of Association of Orange Polska S.A. adds after clause 2 new clause 3 in the following wording:

“3. The Supervisory Board may also hold meetings without formal convocation, if all members give their consent thereto and make no objections against putting certain issues on the agenda.”

(16) - the previous wording of § 22 clause 1 of the Articles of Association of Orange Polska S.A.:

“1. The Supervisory Board may adopt resolutions if all members of the Supervisory Board have been invited to the meeting.”

(17) - wording of the planned change to § 22 clause 1 of the Articles of Association of Orange Polska S.A.:

“1. The Supervisory Board shall adopt resolutions if at least half of its members are present at the meeting and all members have been invited.”

(18) - the previous wording of § 22 clause 2 of the Articles of Association of Orange Polska S.A.:

“2. The Supervisory Board may adopt resolutions only in the matters set out in the invitation, unless all members of the Supervisory Board consent to the taking of such resolution.”

(19) - wording of the planned change to § 22 clause 2 of the Articles of Association of Orange Polska S.A.:

“2. During the meeting, the Supervisory Board may also adopt resolutions on issues which are not put on the proposed meeting agenda, if none of the Supervisory Board members participating in the meeting objects thereto.”

(20) - the previous wording of § 20 clause 3 of the Articles of Association of Orange Polska S.A.:

“3. Unless these Articles of Association provide otherwise, the Supervisory Board shall pass its resolutions by a simple majority of the votes cast provided that at least one-half of the total number of members are present at the meeting. In the case of a tied vote, the Chairman shall have a casting vote.”

(21) - wording of the planned change to § 20 clause 3 of the Articles of Association of Orange Polska S.A.:

“3. Unless these Articles of Association provide otherwise, the Supervisory Board shall pass its resolutions by a simple majority of the votes cast. In the case of a tied vote, the Chairman shall have a casting vote.”

(22) - the planned change to § 22 of the Articles of Association of Orange Polska S.A. adds after clause 3 new clause 4 in the following wording:

“4. It is permissible to participate in a meeting of the Supervisory Board also using means of direct remote communication.”

and the subsequent clauses 4,5,6 and7 are renumbered to clauses 5,6,7 and 8 respectively.

(23) - the previous wording of § 22 clause 6 (after renumbering as above § 22 clause 7) of the Articles of Association of Orange Polska S.A.:

“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.”

(24) - wording of the planned change to § 22 clause 7 (before renumbering as above § 22 clause 8) of the Articles of Association of Orange Polska S.A.:

“7. Voting by the Supervisory Board shall be open, unless the Supervisory Board by-laws provide otherwise.”

(25) - the previous wording of § 22 clause 7 (after renumbering as above § 22 clause 8) of the Articles of Association of Orange Polska S.A.:

“7. The Supervisory Board shall adopt and amend its by-laws which describe in detail the procedures of operation of the Supervisory Board by a simple majority of the votes cast.”

(26) - wording of the planned change to § 22 clause 8 (before renumbering as above § 22 clause 7) of the Articles of Association of Orange Polska S.A.:

“8. The Supervisory Board shall adopt and amend its by-laws which describe in detail the procedures of operation of the Supervisory Board.”

(27) - the previous wording of § 23 clause 2 point 1) of the Articles of Association of Orange Polska S.A.:

“1) evaluation of annual financial statements of the Company;”

(28) - wording of the planned change to § 23 clause 2 point 1) of the Articles of Association of Orange Polska S.A.:

“1) evaluation of the Management Board’s report on Company’s activities and the financial statements for the preceding financial year;”

(29) - the previous wording of § 23 clause 2 point 2) of the Articles of Association of Orange Polska S.A.:

“2) evaluation of the Management Board’s report on Company’s activities and motions of the Management Board regarding distribution of profits or covering of losses;”

(30) - wording of the planned change to § 23 clause 2 point 2) of the Articles of Association of Orange Polska S.A.:

“2) evaluation of the motions of the Management Board regarding distribution of profits or covering losses;”

(31) - the previous wording of § 23 clause 2 point 3) of the Articles of Association of Orange Polska S.A.:

“3) submitting a written report on the results of the evaluations referred to in points 1 and 2 above to the General Meeting;”

(32) - wording of the planned change to § 23 clause 2 point 3) of the Articles of Association of Orange Polska S.A.:

“3) submitting to the General Meeting the annual written report for the preceding financial year (Supervisory Board report);”

(33) - the previous wording of § 23 clause 2 point 9) of the Articles of Association of Orange Polska S.A.:

“9) stating an opinion on annual and long-term strategies and business plans of the Company and its annual budget;”

(34) - wording of the planned change to § 23 clause 2 point 9) of the Articles of Association of Orange Polska S.A.:

“9) stating an opinion on annual and long-term strategies of the Company and its annual budget;”

(35) - the previous wording of § 23 clause 2 point 12) of the Articles of Association of Orange Polska S.A.:

“12) submitting a concise evaluation of the Company’s standing to the General Meeting;”

(36) - wording of the planned change to § 23 clause 2 point 12) of the Articles of Association of Orange Polska S.A.:

“12) submitting the report on remuneration to the General Meeting;”

(37) - the planned change to § 23 of the Articles of Association of Orange Polska S.A. adds after clause 4 new clauses 5 and 6 in the following wording:

- “5. A Supervisory Board member shall, while discharging his/her duties, exercise diligence resulting from the professional nature of his/her activity and remain fully loyal to the Company.
6. A Supervisory Board member shall not disclose any secrets of the Company, even after the expiry of his/her term of office.”

and the subsequent clause 5 is renumbered to clause 7.

(38) - the previous wording of § 24 clause 2 of the Articles of Association of Orange Polska S.A.:

- “2. The term of office of each member of the Management Board shall be three years.”

(39) - wording of the planned change to § 24 clause 2 of the Articles of Association of Orange Polska S.A.:

- “2. The term of office of each member of the Management Board shall be three years calculated from the appointment date to the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Management Board.”

(40) - the planned change to § 24 of the Articles of Association of Orange Polska S.A. deletes clauses 4 and 5 in the following wording:

- “4. The resolutions of the Supervisory Board regarding the appointment of the President or other members of the Management Board shall be adopted by a simple majority of the votes cast.
5. The mandates of the Management Board members shall expire at the latest on the date of the General Meeting which approves the financial statements for the second full financial year of his service as a member of the Management Board. The mandate of a member of the Management Board shall also expire as a result of the death, resignation or removal of such a member of the Management Board.”

and the subsequent clauses 6 and 7 are renumbered to clauses 4 and 5 respectively.

(41) - the planned change to § 24 of the Articles of Association of Orange Polska S.A. adds (after renumbering as above clauses 6 and 7 to clauses 4 and 5 respectively) new clause 6 in the following wording:

- “6. A Management Board member shall, while discharging his/her duties, exercise diligence resulting from the professional nature of his/her activity and remain fully loyal to the Company.”

(42) - the previous wording of § 25 of the Articles of Association of Orange Polska S.A.:

- “1. The Management Board shall manage the Company's affairs, administer its assets and represent the Company towards third parties.
2. The operations of the Management Board shall be headed by the President of the Management Board, who represents the employer towards all employees of the Company.
3. The President of the Management Board or, in the event of his absence, another member of the Management Board appointed by him shall chair meetings of the Management Board.
4. The Management Board shall be responsible for any matters relating to the Company's affairs which, under the Commercial Companies Code or these Articles of Association, do

not fall within the competence of the General Meeting of Shareholders or the Supervisory Board.

5. The detailed procedures of operation of the Management Board shall be set out in by-laws adopted by the Management Board.
6. By means of a resolution of the Management Board, certain Company's matters may be assigned to particular members of the Management Board to be handled by themselves.
7. Resolutions of the Management Board may be adopted if all members of the Management Board have been informed about the meeting in a proper manner. The resolutions of the Management Board shall be passed by a majority vote of the entire Management Board."

(43) - wording of the planned change to § 25 of the Articles of Association of Orange Polska S.A.:

- “1. The Management Board shall manage the Company's affairs and represent the Company towards third parties.
2. All members of the Management Board shall have the duty and right to jointly manage the affairs of the Company, however the Management Board or the Company's organizational regulation may assign certain Company's affairs to particular members of the Management Board.
3. The operations of the Management Board shall be headed by the President of the Management Board, who represents the employer towards all employees of the Company.
4. The President of the Management Board or, in the event of his absence, another member of the Management Board appointed by him shall chair meetings of the Management Board.
5. The resolutions of the Management Board shall be passed by a majority vote of the entire Management Board.
6. Resolutions of the Management Board may be adopted if all members have been duly notified of the Management Board meeting.
7. It is permissible to participate in a meeting of the Management Board also using means of direct remote communication.
8. The Management Board may adopt resolutions in a written form or by using means of direct remote communication.
9. Members of the Management Board may participate in adopting the Management Board's resolutions by casting their vote in writing through another member of the Management Board.
10. The Management Board shall adopt its by-laws which describe in detail the procedures of operation of the Management Board
11. The Management Board shall be obliged to provide to the Supervisory Board or the relevant committees of the Supervisory Board, without additional request, the information on:
 - 1) the Management Board resolutions and the object thereof;
 - 2) the Company's periodic results, including relevant to the results events and circumstances in the scope of managing the Company's affairs, in particular in the area of operations and investments, and at the request of the Supervisory Board or an appropriate committee also in human resources;
 - 3) the progress in the implementation of the Company's strategy, specifying any deviations from the previously set strategy directions and the justification for such deviations;
 - 4) the transactions and other events or circumstances which materially affect or may affect the Company's financial standing, including its profitability or liquidity;

- 5) events or circumstances relating to subsidiaries or affiliated companies to the extent in which they materially affect or may materially affect the results of the Company;
- 6) any changes to the information which was previously provided to the Supervisory Board, if such changes materially affect or may affect the Company's situation."

(44) - the previous wording of § 27 of the Articles of Association of Orange Polska S.A.:

"§ 27 In any agreements or disputes between the Company and members of the Management Board, the Company shall be represented by a delegated member of the Supervisory Board."

(45) - wording of the planned change to § 27 of the Articles of Association of Orange Polska S.A.:

"§ 27 In any agreements or disputes between the Company and members of the Management Board, the Company shall be represented by the Supervisory Board or by an attorney appointed under a resolution of the General Meeting."

(46) - the planned change to § 29 of the Articles of Association of Orange Polska S.A. in the following wording:

"§ 29 Within 3 (three) months after the end of a financial year the Management Board shall prepare the financial statements of the Company as of the last day of the financial year, as well as a detailed report on the Company's activity in that year and submit them to the Supervisory Board within a time frame enabling fulfilment of duties imposed by the relevant regulations."

deletes it and the subsequent §§ 30 and 31 are renumbered to §§ 29 and 30 respectively.

(47) - the previous wording of § 30 clause 2 (after renumbering as above § 29 clause 2) of the Articles of Association of Orange Polska S.A.:

"2. The resolution of the General Meeting on the distribution of the annual profit among Shareholders shall designate the dividend payment date and the ex-dividend date. The dividend payment date shall be no later than within six months from the date of such resolution."

(48) - wording of the planned change to § 29 clause 2 (before renumbering as above § 30 clause 2) of the Articles of Association of Orange Polska S.A.:

"2. The resolution of the General Meeting on the distribution of the annual profit among Shareholders shall designate the dividend payment date and the ex-dividend date."

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 wza@orange.com (pdf file), at least **21 days** prior to the date of the General Meeting, i.e., on **15 September 2022** 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 **16 September 2022**, 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 **3 October 2022** at **16:00 CET** at the latest by e-mail sent to 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 **3 October 2022** 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 **4 October 2022** 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. **20 September 2022** 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. **20 September 2022**, 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. **21 September 2022**.
- 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 **3 working days** before the General Meeting, i.e. from **3 October 2022**.
- 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 **29 September 2022**, 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 Extraordinary General Meeting of
Orange Polska S.A.
as of 6 October 2022

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, in secure way, 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) 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) 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,
 - 2) Instead of the signature of the Shareholder or his proxy holder on the attendance list, his/her presence is confirmed 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 **4 October 2022, 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, which will also confirm the right to participate in the General Meeting using electronic means of communication. An SMS with a start password used for the first registration to this platform 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.
12. On **5 October 2022**, at the time specified in the instructions referred to in point 10, 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 **4 October 2022** 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 **5 October 2022** (at the time specified in the instructions referred to in point 10) and on **6 October 2022**, i.e. on General Meeting **from 9:30 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 4 Mbps (suggested constant bandwidth while using the platform),
 - b) a computer equipped with speakers, working under the control of Windows 10 or macOS operating system, with one of the following browsers installed: Firefox, Chrome, Safari or Edge updated to the latest version (all the listed browsers are available for free download on the public Internet). It is not recommended to use Internet Explorer. It is not recommended to use Internet Explorer.
2. While using the platform, it is suggested that the user does not use other applications that significantly burden the computer and communication link used by the platform.
3. It is recommended to use the platform in "full screen" mode.

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 **Extraordinary General Meeting** of Orange Polska S.A. convened for **6 October 2022**, at **10:30 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