

## MERGER PLAN

agreed on 30 August 2022 in Warsaw by and between:

- (1) **Orange Polska Spółka Akcyjna** with its registered office in Warsaw, Al. Jerozolimskie 160, 02-326 Warsaw, REGON: 012100784, NIP: 5260250995, with the share capital amounting to PLN 3,937,072,437, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division for the Court Register, under the entry: KRS 0000010681, as the acquiring company, hereinafter referred to as **“OPL”** or **“Acquiring Company”**,
  - represented by its Management Board Members: Julien Ducarroz and Jacek Kunicki,

and

- (2) **TP Teltech spółka z ograniczoną odpowiedzialnością** with its registered office in Łódź, al. Tadeusza Kościuszki 5/7, 90-418 Łódź, REGON: 472919476, NIP: 7251820520, with the share capital amounting to PLN 49 005 000,00, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Łódź-Śródmieście in Łódź, XX Commercial Division for the Court Register, under the entry: KRS 0000056853, as the acquired company, hereinafter referred to as **“TP Teltech”** or **“Acquired Company”**,
  - represented by its Management Board Members: Leszek Lis and Michał Wójtowicz.

OPL and TP Teltech are further jointly referred to as **“Companies”**.

### PREAMBLE

- 1.1. This merger plan between Orange Polska Spółka Akcyjna with its registered office in Warsaw and TP Teltech spółka z ograniczoną odpowiedzialnością with its registered office in Łódź (**“the Merger Plan”**) has been agreed, approved and executed in accordance with Articles 498 and 499 of the Commercial Companies Code of 15 September 2000 (**“the CCC”**).
- 1.2. OPL and TP Teltech intend to merge pursuant to Article 492(1.1) of the CCC by acquisition of all the assets of TP Teltech, as the acquired company, by OPL, as the acquiring company (**“the Merger”**).
- 1.3. In view of the fact that OPL is a public company and, according to the provisions on public offering and the conditions for introducing financial instruments to the organised trading system and on public companies, it publishes semi-annual financial statements and makes them available to its shareholders, pursuant to Article 499(4) of the CCC it is not obliged to attach to the merger plan an accounting statement drawn up for the purpose of merger, which according to Article 499(2.4) of the CCC is an obligatory attachment to the merger plan.
- 1.4. In view of the fact that OPL holds 100% of shares in the Acquired Company, the contemplated merger shall be effected:
  - 1.4.1. without the share capital of OPL being increased, and
  - 1.4.2. in accordance with the simplified procedure (Article 516(1) in conjunction with Article 516(6) of the CCC).

**CONSIDERING THE ABOVE, THE PARTIES HAVE AGREED THE FOLLOWING MERGER PLAN:**

## **1 TYPES, BUSINESS NAMES AND REGISTERED OFFICES OF THE MERGING COMPANIES**

### **1.1 Acquiring Company:**

Orange Polska Spółka Akcyjna, a joint-stock company with its registered office in Warsaw.

### **1.2 Acquired Company:**

TP Teltech spółka z ograniczoną odpowiedzialnością, a limited liability company with its registered office in Łódź;

## **2 METHOD OF MERGER**

**2.1** The Merger shall be effected by transfer to OPL, as the only shareholder of the Acquired Company, of all the assets of the Acquired Company by way of universal succession, and winding-up of the Acquired Company without their liquidation, in accordance with Article 492(1.1) of the CCC.

**2.2** As a result of the Merger, OPL, as the Acquiring Company, shall enter, as of the date of merger, into all the rights and obligations of the Acquired Company, in accordance with Article 494(1) of the CCC.

**2.3** In view of the fact, that OPL, as the Acquiring Company, holds all the shares in the share capital of the Acquired Company:

**2.3.1** the merger shall be effected without an increase in the share capital of OPL as the Acquiring Company;

**2.3.2** reports of the Management Boards of the Companies, referred to in Article 501(1) of the CCC, shall not be drawn up, in accordance with Article 516(5) of the CCC in conjunction with Article 516(6) of the CCC;

**2.3.3** the Merger Plan shall not be analysed by a court expert assigned by the district court, in accordance with Article 516(5) of the CCC in conjunction with Article 516(6) of the CCC;

**2.3.4** the Merger Plan does not indicate the information described in Article 499(1.2–4) of the CCC, in accordance with Article 516(5) of the CCC in conjunction with Article 516(6) of the CCC.

## **3 RIGHTS GRANTED BY OPL AS THE ACQUIRING COMPANY TO THE SHAREHOLDERS HOLDING PRIVILEGES IN TP TELTECH AS THE ACQUIRED COMPANY**

With regard to the Merger, OPL, as the Acquiring Company, shall not grant any rights, described in Article 499(1.5) of the CCC to the shareholders and persons holding privileges in TP Teltech as the Acquired Company.

## **4 SPECIAL BENEFITS FOR MEMBERS OF THE GOVERNING BODIES OF THE COMPANIES AND OTHER PERSONS PARTICIPATING IN THE MERGER**

Neither OPL, as the Acquiring Company, nor TP Teltech, as the Acquired Company, shall grant any special benefits, referred to in Article 499(1.6) of the CCC, to members of the governing bodies or other persons participating in the Merger.

## **5 AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF OPL**

The Articles of Association of OPL, as the Acquiring Company, shall be amended the extent specified in detail in Appendix No.3 to the Merger Plan.

In view of the fact that the Merger shall be effected without an increase of the share capital of OPL, as the Acquiring Company, the Articles of Association of OPL shall not be amended with respect to the share capital.

## 6 MANDATORY APPENDICES TO THE MERGER PLAN

In accordance with Article 499(2) of the CCC, the following appendices are attached to this Merger Plan:

- Draft resolution of the General Meeting of Shareholders of OPL as the acquiring company on the merger (**Appendix No. 1**);
- Draft resolution of the General Meeting of Shareholders of TP Teltech as the acquired company on the merger (**Appendix No. 2**);
- Draft amendments to the Articles of Association of OPL as the acquiring company (**Appendix No. 3**);
- Specification of the value of assets of TP Teltech as the acquired company as of 31 July 2022 (**Appendix No. 4**);
- Declaration on the state of TP Teltech's accounts as of 31 July 2022 for the purpose of the merger (**Appendix No. 5**);

**For Orange Polska S.A.:**

**For TP Teltech sp. z o.o.:**

---

Julien Ducarroz

---

Leszek Lis

---

Jacek Kunicki

---

Michał Wójtowicz

**Appendix No. 1 to the Merger Plan of Orange Polska S.A. and  
TP Teltech sp. z o.o.**

**Draft Resolution**

**No. [●]**

**of the Extraordinary Meeting of Shareholders of Orange**

**Polska S.A. with its registered office in Warsaw**

**on the merger of Orange Polska S.A. with TP Teltech sp. z o.o.**

Pursuant to Article 506(1) of the Commercial Companies Code (**“the CCC”**) it is resolved as follows:

**§ 1**

The Extraordinary Meeting of Shareholders of Orange Polska S.A. with its registered office in Warsaw (**“the Acquiring Company”**) resolves to merge, pursuant to Article 492(1.1) of the CCC, the Acquiring Company with a company operating under the business name **TP Teltech spółka z ograniczoną odpowiedzialnością** with its registered office in Łódź, al. Tadeusza Kościuszki 5/7, 90-418 Łódź, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Łódź-Śródmieście in Łódź, XX Commercial Division for the Court Register, under the entry: KRS 0000056853 (**“Acquired Company”**), as the acquired company, by transfer of all assets of the Acquired Company to the Acquiring Company being the sole shareholder of the Acquired Company.

**§ 2**

The Extraordinary Meeting of Shareholders of the Acquiring Company resolves to approve the merger plan agreed by and between the Acquiring Company and the Acquired Company on 30 August 2022 (**“the Merger Plan”**), which constitutes (with attachments to it) the **Attachment No. 1** to these minutes, and to the content of all appendices to the Merger Plan, including amendments to The Articles of Association of the Acquiring Company specified in detail in Appendix No.3 to the Merger Plan.

**§ 3**

The Extraordinary Meeting of Shareholders of the Acquiring Company resolves and agrees that the merger shall be effected in accordance with the Merger Plan, in particular:

- 1) the merger of the Acquiring Company with the Acquired Company shall be effected by transferring all assets of the Acquired Company to the Acquiring Company - merger by acquisition pursuant to Article 492(1.1) of the CCC;
  - 2) the merger of the Acquiring Company with the Acquired Company shall be effected in accordance with the simplified procedure set out in Article 515(1) of the CCC in conjunction with Article 516(6) of the CCC, i.e. without an increase in the share capital of the Acquiring Company, in view of the fact that the Acquiring Company holds a 100% stake in each of the Acquired Company;
  - 3) in connection with the Merger, the Articles of Association of the Acquiring Company shall be amended the extent specified in detail in Appendix No.3 to the Merger Plan;
  - 4) the shareholders and persons holding privileges in the Acquiring Company shall not be granted any rights referred to in Article 499(1.5) of the CCC;
  - 5) neither members of governing bodies of the merging companies nor other persons participating in the merger shall be granted any special benefits referred to in Article 499(1.6) of the CCC.
-

**Appendix No. 2 to the Merger Plan of Orange Polska S.A. and TP  
Teltech sp. z o.o.**

**Draft Resolution  
No. [•]**

**of the Extraordinary Meeting of Shareholders  
of TP Teltech spółka z ograniczoną odpowiedzialnością with its registered  
office in Łódź  
on the merger of Orange Polska S.A. and TP Teltech sp. z o.o.**

Pursuant to Article 506(1) of the Commercial Companies Code (“the CCC”) it is resolved as follows:

**§ 1**

The Extraordinary Meeting of Shareholders of **TP Teltech spółka z ograniczoną odpowiedzialnością** with its registered office in Warsaw (“**TP Teltech**”) resolves to merge, pursuant to Article 492(1.1) of the CCC, TP Teltech as the acquired company with a company operating under the business name **Orange Polska S.A.** with its registered office in Warsaw, Al. Jerozolimskie 160, 02-326 Warsaw, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division for the Court Register, under the entry: KRS 0000010681 (“**the Acquiring Company**”), as the acquiring company, and **TP Teltech spółka z ograniczoną odpowiedzialnością** with its registered office in Łódź, al. Tadeusza Kościuszki 5/7, 90-418 Łódź, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Łódź-Śródmieście in Łódź, XX Commercial Division for the Court Register, under the entry: KRS 0000056853 (“**the Acquired Company**”), as the acquired company, by transfer of all assets of the Acquired Company to the Acquiring Company being the sole shareholder of the Acquired Company.

**§ 2**

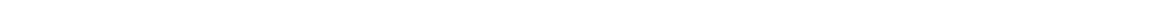
The Extraordinary Meeting of Shareholders of the Acquiring Company resolves to approve the merger plan agreed by and between the Acquiring Company and the Acquired Company on 30 August 2022 (“**the Merger Plan**”), which constitutes (with attachments to it) the **Attachment No. 1** to these minutes, and to the content of all appendices to the Merger Plan, including amendments to The Articles of Association of the Acquiring Company specified in detail in Appendix No.3 to the Merger Plan.

**§ 3**

The Extraordinary Meeting of Shareholders of the Acquiring Company resolves and agrees that the merger shall be effected in accordance with the Merger Plan, in particular:

- 1) the merger of the Acquiring Company with the Acquired Company shall be effected by transferring all assets of the Acquired Company to the Acquiring Company - merger by acquisition pursuant to Article 492(1.1) of the CCC;
  - 2) the merger of the Acquiring Company with the Acquired Company shall be effected in accordance with the simplified procedure set out in Article 515(1) of the CCC in conjunction with Article 516(6) of the CCC, i.e. without an increase in the share capital of the Acquiring Company, in view of the fact that the Acquiring Company holds a 100% stake in each of the Acquired Company;
  - 3) in connection with the Merger, the Articles of Association of the Acquiring Company shall be amended to the extent specified in detail in Appendix No.3 to the Merger Plan;
  - 4) the shareholders and persons holding privileges in the Acquiring Company shall not be granted any rights referred to in Article 499(1.5) of the CCC;
-

- 5) neither members of governing bodies of the merging companies nor other persons participating in the merger shall be granted any special benefits referred to in Article 499(1.6) of the CCC.





## **Appendix No. 3 to the Merger Plan of Orange Polska S.A. and TP Teltech sp. z o.o.**

### **Draft amendments to the Articles of Association (“Statute”) of the Acquiring Company**

#### **1. Regarding changes to § 6 sec. 1 of the Statute**

1.1. in § 6 sec. 1 of the Statute, the existing points 6), 24), 28), 30), 31), 33), 34), 36), 53), 60), 68), 71), 72), 73), 74 ), 93), 95), 96), 97), 98), 100), 101), 102), 103), 104), as amended:

- 6) other manufacturing not elsewhere classified [PKD 32.99.Z],
- 24) retail sale of second-hand goods in stores [PKD 47.79.Z],
- 28) book publishing [PKD 58.11.Z],
- 30) publishing of newspapers [PKD 58.13.Z],
- 31) publishing of journals and periodicals [PKD 58.14.Z],
- 33) publishing of computer games [PKD 58.21.Z],
- 34) other software publishing [PKD 58.29.Z],
- 36) motion picture, video and television programme post-production activities [PKD 59.12.Z],
- 53) activities of holding companies [PKD 64.20.Z],
- 60) real estate agencies [PKD 68.31.Z],
- 68) research and experimental development on biotechnology [PKD 72.11.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],
- 93) packaging activities [PKD 82.92.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],
- 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],

1.2. in § 6 sec. 1 of the Statute, the following points are added: 5), 6), 7), 8), 10), 13), 15), 18), 19), 20), 22), 24) 25), 26) , 27), 28), 29), 91), which shall read as follows:

- 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],
- 10) manufacture of fibre optic cables [PKD 27.31.Z],
- 13) installation of industrial machinery and equipment and outfit [PKD 33.20.Z],
- 15) building works related to erection of residential and non-residential buildings [PKD 41.20.Z],
- 18) demolition [PKD 43.11.Z],
- 19) site preparation [PKD 43.12.Z],
- 20) test drilling and boring [PKD 43.13.Z],
- 22) plumbing, heat and air-conditioning installation [PKD 43.22.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],
- 91) landscape service activities [PKD 81.30.Z];

1.3. the remaining points are renumbered accordingly,

**1.4. § 6 sec. 1 of the Articles of Association, after amendments, shall receive the following new wording”**

„§ 6

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 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 and public opinion research [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].”

2. § 17 clause 1 of the Articles of Association shall read as follows  
“The resolutions of the General Meeting shall be adopted by a simple majority of votes cast, unless the Commercial Companies Code provides otherwise.”
3. § 19 clause. 1 Articles of Association shall read as follows:  
„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.”
4. § 19 clause 7 Articles of Association shall read as follows:  
„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.”
5. § 19 clause 8 of the Statute shall be deleted, and the subsequent sect. 9 and 10 are renumbered to sec. 8 and 9 respectively.
6. § 19 clause 9 Articles of Association shall read as follows:  
„9. Number of members of the Supervisory Board appointed in accordance with clause 8 shall not exceed 3 persons.”
7. § 20 clause 2 Articles of Association shall read as follows:  
„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.”
8. § 20 clause 3 and 4 of the Statute shall be deleted, and the next clause 5 change the numbering to clause 3.
9. In § 21 of the Articles of Association, clause 3, which is replaced by the following:  
„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.”
10. § 22 clause 1 Articles of Association shall read as follows:  
„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.”
11. § 22 clause 2 Articles of Association shall read as follows:  
„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.”
12. § 22 clause 3 Articles of Association shall read as follows:  
„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.”
13. In § 22 of the Articles of Association, after clause 3 a new clause 4, which is replaced by the following:

„4. It is permissible to participate in a meeting of the Supervisory Board also using means of direct remote communication”,  
and the existing clause 4,5,6,7 change the numbering to clause 5,6,7,8 respectively.

14. § 22 clause 7 Articles of Association shall read as follows:  
„7. 7. Voting by the Supervisory Board shall be open, unless the Supervisory Board by-laws provide otherwise.”
15. § 22 clause 8 Articles of Association shall read as follows:  
„8. The Supervisory Board shall adopt and amend its by-laws which describe in detail the procedures of operation of the Supervisory Board.”
16. § 23 clause 2 point 1) Articles of Association shall read as follows:  
„1) evaluation of the Management Board’s report on Company’s activities and the financial statements for the preceding financial year;,”
17. § 23 clause 2 point 2) Articles of Association shall read as follows:  
„2) evaluation of the motions of the Management Board regarding distribution of profits or covering losses,”
18. 17. § 23 clause 2 point 3) Articles of Association shall read as follows:  
„3) submitting to the General Meeting the annual written report for the preceding financial year (Supervisory Board report)”
19. § 23 clause 2 point 9) Articles of Association shall read as follows:  
„9) stating an opinion on annual and long-term strategies of the Company and its annual budget,”
20. § 23 clause 2 point 12) Articles of Association shall read as follows:  
„12) submitting the report on remuneration to the General Meeting,”
21. In § 23 of the Articles of Association, a new clause 5 and 6, as amended:  
„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 current clause 5 changes the numbering to clause 7.
22. § 24 clause 2 Articles of Association shall read as follows:  
„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”
23. In § 24 of the Articles of Association, clause 4 and 5 is removed, and the subsequent clause 6 and 7 change the numbering to clause 4 and 5 respectively.
24. In § 24 of the Articles of Association is added clause 6, as follows:  
„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.”
25. § 25 clause 1 Articles of Association shall read as follows:  
„1. The Management Board shall manage the Company's affairs and represent the Company towards third parties.”

26. In § 25 of the Articles of Association is added clause 2, as follows:  
„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 by-laws or the company's organizational regulation may assign certain Company's affairs to particular members of the Management Board”,  
and the existing clause 2 and 3 will be renumbered to clause 3 and 4 respectively
27. § 25 clause 5, 6, 7 of the Articles of Association shall read as follows, and clause 8, 9, 10, 11 are added as follows:  
„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.”
28. § 27 Articles of Association shall read as follows:  
„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.”
29. § 29 of the Articles of Association shall be deleted, and subsequent § 30 and 31 of the Articles of Association shall be renumbered to § 29 and 30 respectively.
30. § 29 clause 2 Articles of Association shall read as follows:  
„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.”

**Appendix No. 4 to the Merger Plan of Orange Polska S.A. and TP Teltech sp. z o.o.**  
**Specification of the value of assets of TP Teltech spółka z ograniczoną odpowiedzialnością as of 31 July 2022**

The Management Board of a company operating under the business name **TP Teltech spółka z ograniczoną odpowiedzialnością** with its registered office in Łódź, al. Tadeusza Kościuszki 5/7, 90-418 Łódź, REGON: 472919476, NIP: 7251820520, with the share capital amounting to PLN 49 005 000,00, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Łódź-Śródmieście in Łódź, XX Commercial Division for the Court Register, under the entry: KRS 0000056853, hereinafter referred to as "**TP Teltech**", declares for and on behalf of TP Teltech, pursuant to Article 499(2.3) of the Commercial Companies Code of 15 September 2000 ("**the CCC**"), as follows:

In connection with the intended merger, pursuant to Article 492(1.1) of the CCC, of TP Teltech with a company operating under the business name Orange Polska Spółka Akcyjna with its registered office in Warsaw, Al. Jerozolimskie 160, 02-326 Warsaw, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division for the Court Register, under the entry: KRS 0000010681, as the acquiring company, on the basis of the balance sheet as of 31 July 2022, which is attached to this specification, pursuant to Article 499(2.3) of the CCC, the following asset valuation of TP Teltech as of 31 July 2022 has been determined:

- (i) Total assets amount to PLN 256 244 115,65 (in words: two hundred and fifty six million two hundred and forty four thousand one hundred and fifteen and 65/100 Polish zlotys);
- (ii) Total liabilities and provisions for liabilities amount to PLN 240 751 745,22 (in words: two hundred and forty million seven hundred and fifty one thousand seven hundred and forty five and 22/100 Polish zlotys);
- (iii) Net assets amount to PLN 15 492 370,43 (in words: fifteen million four hundred and ninety two thousand three hundred and seventy and 43/100 Polish zlotys).

The aforementioned balance sheet as of 31 July 2022 constitutes an attachment to this specification.

Warsaw, 30 August 2022

For TP Teltech sp. z o.o.:

\_\_\_\_\_  
Leszek Lis

\_\_\_\_\_  
Michał Wójtowicz

**Appendix No. 5 to the Merger Plan of Orange Polska S.A. and TP Teltech sp. z o.o.**

**Declaration of TP Teltech spółka z ograniczoną odpowiedzialnością as the acquired company on the state of the company's accounts for the purpose of the merger**

The Management Board of a company operating under the business name **TP Teltech spółka z ograniczoną odpowiedzialnością** with its registered office in Łódź, ul. Tadeusza Kościuszki 5/7, 90-418 Łódź, REGON: 472919476, NIP: 7251820520, with the share capital amounting to PLN 49 005 000,00, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Łódź-Śródmieście in Łódź, XX Commercial Division for the Court Register, under the entry: KRS 0000056853, hereinafter referred to as "**TP Teltech**", declares for and on behalf of TP Teltech, pursuant to Article 499(2.4) of the Commercial Companies Code of 15 September 2000 ("**the CCC**"), as follows:

In connection with the intended merger, pursuant to Article 492(1.1) of the CCC, of TP Teltech with a company operating under the business name Orange Polska Spółka Akcyjna with its registered office in Warsaw, Al. Jerozolimskie 160, 02-326 Warsaw, registered in the commercial register of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, XII Commercial Division for the Court Register, under the entry: KRS 0000010681, as the acquiring company, on the basis of the balance sheet as of 31 July 2022, pursuant to Article 499(2.4 & 3) of the CCC, the following state of accounts of TP Teltech as of 31 July 2022 has been determined:

- (i) The balance sheet total of assets and liabilities is PLN 256 244 115,65 (in words: two hundred and fifty six million two hundred and forty four thousand one hundred and fifteen and 65/100 Polish zlotys).

The aforementioned balance sheet as of 31 July 2022 constitutes an attachment to this declaration.

Warsaw, 30 August 2022

For TP Teltech sp. z o.o.:

---

Leszek Lis

---

Michał Wójtowicz



## Balance sheet of TP Teltech sp. z o.o. dated on 31 July 2022

<b>Assets</b>	<b>256 244 115,65</b>
<b>I. NON-CURRENT ASSETS</b>	<b>50 753 648,48</b>
<b>1. Intangible assets</b>	<b>245 720,59</b>
a. Acquired concessions, patents, licenses and similar values	245 720,59
b. Prepayments for intangible assets	0,00
<b>2. Tangible fixed assets</b>	<b>8 421 278,52</b>
<b>a. Fixed assets</b>	<b>7 743 076,56</b>
- land (including rights of perpetual usufruct of land)	20 334,75
- buildings, offices, apartments, civil and marine engineering facilities	156 813,01
- plant and machinery	5 136 804,71
- vehicles	542 408,15
- other fixed assets	1 886 715,94
<b>b. Fixed assets under construction</b>	<b>678 201,96</b>
<b>c. Prepayments for fixed assets under construction</b>	<b>0,00</b>
<b>3. Long-term receivables</b>	<b>512 051,44</b>
3.1. From related entities	0,00
3.2. From other entities	512 051,44
<b>4. Long-term investments</b>	<b>14 000,00</b>
4.1. Long-term financial assets	14 000,00
a) in related entities	14 000,00
- shares or stock	14 000,00
<b>5. Long-term prepayments and deferred costs</b>	<b>41 560 597,93</b>
5.1. Deferred income tax assets	41 555 556,83
5.2. Other prepayments and deferred costs	5 041,10
<b>II CURRENT ASSETS</b>	<b>205 490 467,17</b>
<b>1. Inventories</b>	<b>22 734 485,28</b>
a. Materials	22 382 191,50
b. Goods for resale	109 826,43
c. Prepayments for deliveries	242 467,35
<b>2. Short-term receivables</b>	<b>87 335 688,17</b>
<b>2.1. Receivables from related entities</b>	<b>32 161 542,63</b>
a. trade receivables, due:	32 161 442,02
- within 12 months	32 161 442,02
- after 12 months	0,00
<b>2.2. Receivables from other entities</b>	<b>55 174 145,54</b>
a. trade receivables, due:	49 172 849,76
- within 12 months	15 694 319,72
- after 12 months	33 478 530,04
b. taxation, State subsidies, customs duties, social and health insurance, and other benefits receivable	0,00
c. receivables in court	4 664 531,58
d. other	1 336 764,20
- loans from the Company Social Benefits Fund	442 393,00
- other	894 371,20
<b>3. Short-term investments</b>	<b>49 830 963,80</b>
<b>3. Short-term financial assets</b>	<b>49 830 963,80</b>
a) in related entities	
b) in other entities	0,00
c) cash & cash equivalents and other monetary assets	49 830 963,80
- cash in hand and at bank	5 310 011,81
- cash equivalents	44 520 951,99
3. Other short-term investments	0,00
<b>4. Short-term prepayments and deferred costs</b>	<b>45 589 329,92</b>

<b>Equity and liabilities</b>	<b>256 244 115,65</b>
<b>I. EQUITY</b>	<b>15 492 370,43</b>
1. Share capital	49 005 000,00
2. Supplementary capital	1 003 192,59
3. Revaluation reserve	1 179 739,59
4. Other reserves	0,00
5. Retained earnings (accumulated losses)	-46 469 743,83
6. Net profit (loss) for the year	10 774 182,08
<b>II. LIABILITIES AND PROVISIONS FOR LIABILITIES</b>	<b>240 751 745,22</b>
<b>1. Provisions for liabilities</b>	<b>74 573 011,31</b>
1.1. Deferred income tax provision	17 677 954,04
1.2. Provision for pensions and similar benefits	1 286 033,61
a) long-term	1 096 982,01
b) short-term	189 051,60
1.3. Other provisions	55 609 023,66
a) long-term	18 594 133,55
b) short-term	37 014 890,11
<b>2. Long-term liabilities</b>	<b>174 097,40</b>
2.1. To related entities	0,00
2.2. To other entities	174 097,40
a) loans and borrowings	0,00
b) debt securities in issue	0,00
c) other financial liabilities	174 097,40
d) other	0,00
<b>3. Short-term liabilities</b>	<b>161 729 847,15</b>
<b>3.1. To related entities</b>	<b>32 319 225,91</b>
a) loans and borrowings	29 244 156,16
b) trade payables	3 075 069,75
c) other	0,00
<b>3.2. To other entities</b>	<b>128 291 063,37</b>
a) other financial liabilities	104 452,82
b) trade payables	99 406 008,63
c) payments received on account of deliveries	-35 809,22
d) taxation, customs duties, social insurance, and other benefits payable	7 253 925,39
e) wages and salaries payable	350,00
f) other	21 562 135,75
- investment commitments	656 804,64
- other	20 905 331,11
3.3. Special funds	1 119 557,87
<b>4. Accruals and deferred income</b>	<b>4 274 789,36</b>
4.1. Other accruals and deferred income	4 274 789,36
a) - long-term	452 121,83
- accrued income	452 121,83
- deferred income	0,00
b) - short-term	3 822 667,53
- accrued income	2 884 159,22
- deferred income	938 508,31