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Independent Auditor's Report

To the General Shareholders' Meeting and Supervisory Board of Agora S.A.

Report on the Audit of the Annual Consolidated Financial Statements

Opinion

We have audited the accompanying annual consolidated financial statements of Agora S.A. Group (the "Group"), whose parent entity is Agora S.A. (the „Parent Entity"), which comprise:

- the consolidated balance sheet as at 31 December 2021;

and, for the period from 1 January to 31 December 2021:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated statement of changes in shareholders' equity;
- the consolidated cash flows statement;

and

- notes to the consolidated financial statements

(the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements of the Group:

- give a true and fair view of the consolidated financial position of the Group as at 31 December 2021 and of its consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union ("IFRS EU") and the adopted accounting policy;
- comply, in all material respects, with regard to form and content, with applicable laws and the provisions of the Parent Entity's articles of association.

Our audit opinion on the consolidated financial statements is consistent with our report to the Audit Committee dated 23 March 2022.

Basis for Opinion

We conducted our audit in accordance with:

- International Standards on Auditing as adopted by the National Council of Statutory Auditors as National Standards on Auditing (the "NSA"); and
- the act on statutory auditors, audit firms and public oversight dated 11 May 2017 (the "Act on statutory auditors"); and
- regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the "EU Regulation"); and
- other applicable laws.

Our responsibilities under those regulations are further described in the Auditor's Responsibility for the audit of the consolidated financial statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Ethics

We are independent of the Group in accordance with International Ethics Standards Board for Accountants International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code") as adopted by the resolution of the National Council of Statutory Auditors („NCSA"), together with the ethical requirements that are relevant to our audit of the consolidated financial statements in Poland and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. During our audit the key statutory auditor and the audit firm remained independent of the Group in accordance with requirements of the Act on statutory auditors and the EU Regulation.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. They are the most significant assessed risks of material misstatements, including those due to fraud. Key audit matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon we have summarised our response to those risks. We do not provide a separate opinion on these matters. We have determined the following key audit matters:

Impairment of property, plant and equipment and right-of-use assets in *Movies and Books* segment

As at 31 December 2021, the carrying value of property, plant and equipment amounted to PLN 366,730 thousand (as at 31 December 2020: PLN 401,157 thousand), right-of-use assets amounted to PLN 610,108 thousand (as at 31 December 2020: PLN 659,372 thousand), including the property, plant and equipment of PLN 171,334 thousand (as at 31 December 2020: PLN 186,807 thousand) and right-of-use assets of PLN 500,111 thousand (as at 31 December 2020: PLN 554,912 thousand) in the Movies and Books segment.

In 2021, the Group recognized an impairment loss on property, plant and equipment and intangible assets related to subsidiary Helios S.A. of PLN 1,720 thousand.

Reference to the consolidated financial statements:

Note 2(d) "Property, plant and equipment", Note 2(f) "Right-of-use assets and lease liabilities", Note 2(v) "Impairment losses", Note 4 "Property, plant and equipment", Note 5 "Right-of-use assets", Note 40 "Estimates and assumptions adopted in the preparation of the financial statements".

Key audit matter	*Our response*
Pursuant to the relevant financial reporting standards, the Group performs impairment test for assets for which impairment indicators exist. The Group determines the recoverable amount using the discounted cash flow method based among others on the Parent Entity Management Board's assumptions relating to the cinema admission in the cinema segment. Such projections are subject to significant estimation uncertainty due to dynamic changes in market conditions as well as regulatory environment, including changes in the government measures to counter the spread of the COVID-19 pandemic. The Agora Group's activities include among others cinema activities (Helios S.A.) as well as operations in the gastronomic segment (Step Inside Sp. z o.o.). The impact of the COVID-19 pandemic on those businesses increased significantly the complexity of the process as well as the estimation uncertainty. The impairment test results are sensitive to changes in key assumptions, such as those in respect of future cash flows, discount rate or growth rate in the residual period. Due to the above factors, including increased uncertainty related to the COVID-19 pandemic and significant time involvement of the audit team, this area was considered as a key audit matter.	Our procedures in this area covered among other things: — inquiries to the Parent Entity's Management Board regarding any identified indicators of a potential impairment of assets; — assisted by our own valuation specialists: ▪ assessing the Group's discounted cash flow models against the relevant financial reporting standards, compliance with generally used impairment testing models and internal consistency of the methodology applied; ▪ assessing reasonableness of the assumptions used with respect to the scale of operations (level of revenue) and returns (gross margin), capital expenditures and growth rate in the residual period for particular assets (or cash-generating units) by: (i) comparing them, where relevant, to historical data from previous years, adjusted by the impact of forecasted changes in the market environment and market conditions in respective sectors in which the assets (or cash-generating units) operate; and (ii) evaluating the quality of the Group's forecasting by comparing historical projections with actual outcomes; (iii) comparing the level of key assumptions used by the Group with the results of the analysis of model sensitivity to changes in key assumptions, taking into consideration the potential bias of the Parent's Management Board in determining the appropriate level of key assumptions; (iv) comparing the assumptions made by the Parent Entity's Management Board to assess the impact of the COVID-19 pandemic with publicly available information for the industries in which the Group operates;

- assessing the appropriateness of the assumed discount rate by reference to publicly available market data;

— assessing appropriateness and completeness of disclosures with respect to impairment testing.

Lease agreements and their modifications in *Movies and Books segment*

As at 31 December 2021, the carrying value of right-of-use assets amounted to PLN 610,108 thousand (as at 31 December 2020: PLN 659,372 thousand). As at 31 December 2021, lease liability amounted to PLN 704,020 thousand (as at 31 December 2020: PLN 729,966 thousand), including the long-term part: PLN 607,514 thousand and the short-term part of PLN 96,506 thousand.

The right-to-use assets in the Movies and Books segment relate to assets used by the Group under lease agreements, which mainly include: lease agreements for the location of Helios cinemas and catering outlets as well as their equipment.

Reference to the consolidated financial statements:

Note 2(f) "Right-of-use assets and lease liabilities", Note 5 "Right-of-use assets", Note 15 "Long-term and short-term borrowings".

Key audit matter	*Our response*
In accordance with the International Financial Reporting Standard 16 Leases (hereinafter "IFRS 16"), the Group recognizes the right-of-use assets and the lease liabilities at the commencement date of the lease agreement. Material judgment is required to identify contracts containing lease components and to make assumptions and estimates to determine the amount of right-of-use assets and lease liabilities. It is required, among others, when assessing the lease term, lease payments and discount rates. An additional element of complexity relates to the need to evaluate subsequent modifications to the lease agreement. After initial recognition, the Group measures the lease liability by, among others, updating the measurement of its carrying amount to reflect any reassessment, change in lease terms, or to reflect the revision of fixed lease payments. Lease accounting is inherently complex and significant for the Group, and particularly significant for the Movies and Books segment, where during the year numerous modifications of agreements took place in connection with agreements concluded with the landlords and/or the use of the provisions of the so-called anti-crisis shield law.	Our procedures in this area included among other things: ▪ inquiries to the relevant personnel of the Group in order to identify circumstances indicating modifications to the concluded lease agreements; ▪ analysis of minutes from Management Board meetings and correspondence with lessors in terms of possible changes to the terms of lease agreements; ▪ an independent estimate of the lease liability and, where applicable, the right-of-use asset for contracts that have been modified based on the changed lease terms; ▪ engaging our own specialists in financial risk management to assess the appropriateness of the discount rates used; ▪ assessing whether the disclosures in the consolidated financial statements contain appropriate quantitative and qualitative information required from lessees by applicable financial reporting standards.

The impact of IFRS 16 on the consolidated financial statements also required significant judgment and time involvement and therefore this area was considered as a key audit matter.

Sales revenue recognition

In the period from 1 January to 31 December 2021, the Group recognized sales revenue of PLN 965,874 thousand (in the period from 1 January to 31 December 2020: PLN 836,459 thousand). The rebates liability as at 31 December 2021 amounted to: PLN 42,973 thousand (as at 31 December 2020: PLN 35,900 thousand).

Reference to the unconsolidated financial statements:

Note 2(u) "Revenue recognition", Note 20 "Trade payables and other liabilities", Note 22 "Revenue".

Key audit matter

The Group recognizes revenue when (or as) it transfers control of promised goods or services to a customer at the amount of the transaction price to which it expects to be entitled considering adjustments with respect to any variable amounts such as rebates granted.

The Group provides its clients with commercial rebates, including annual rebates dependent on turnover, which can be determined as an amount or as a percentage of turnover. The Group estimates the rebates based on the terms of signed agreements and therefore the forecasted turnover of individual client and the final amount of annual rebates may differ from the estimates made during the year. The settlement of the rebates occurs after the year-end, and it may even occur in the following years.

Due to the above factors, including the risk of overstatement of sales revenue as a result of premature or fictious revenue recognition and the risk of misstatement of rebates liability, this area was considered as a key audit matter.

Our response

Our procedures in this area included among other things:

- testing the design and implementation of internal controls in the sales revenue recognition process, including rebates;
- assessing accuracy of rebates estimation by analyzing the historical accuracy of prior year liabilities;
- obtaining external confirmations in relation to a sample of third-party balances unpaid as at the year-end and/or turnover for the year;
- analyzing sales transactions recognized shortly before and after the reporting date as well as credit notes issued after the end of the year with respect to their allocation to the appropriate period;
- with the support of specialized IT software analyzing journal entries recorded on sales accounts in combination with accounts unusual for sales transactions to assess appropriateness of such journal entries,
- assessing, on a sample basis, the reliability and integrity of basic customer data in order to identify potentially fictitious customers;
- assessing appropriateness and completeness of disclosures with respect to revenue recognition and rebates liabilities.

Responsibility of the Management Board and Supervisory Board of the Parent Entity for the Consolidated Financial Statements

The Management Board of the Parent Entity is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards, as adopted by the European Union, the adopted accounting policy, the applicable laws and the provisions of the Parent Entity's articles of association and for such internal control as the Management Board of the Parent Entity determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the Management Board of the Parent Entity is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management Board of the Parent Entity either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

According to the accounting act dated 29 September 1994 (the "Accounting Act"), the Management Board and members of the Supervisory Board of the Parent Entity are required to ensure that the consolidated financial statements are in compliance with the requirements set forth in the Accounting Act. Members of the Supervisory Board of the Parent Entity are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

The scope of audit does not include assurance on the future viability of the Group or on the efficiency or effectiveness with which the Management Board of the Parent Entity has conducted or will conduct the affairs of the Group.

As part of an audit in accordance with NSAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management Board of the Parent Entity;
- conclude on the appropriateness of the Management Board of the Parent Entity's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report on the audit of the consolidated financial statements to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report on the audit of the

consolidated financial statements. However, future events or conditions may cause the Group to cease to continue as a going concern;

- evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee of the Parent Entity regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We provide the Audit Committee of the Parent Entity with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the Audit Committee of the Parent Entity, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current reporting period and are therefore the key audit matters. We describe these matters in our auditors' report on the audit of the consolidated financial statements unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Information

The other information comprise:

- the letter of the President of the Management Board;
- the selected financial data;
- the report on activities of the Group for the year ended 31 December 2021 (the "Report on activities"), including the corporate governance statement, which is a separate part of the Report on activities;
- the separate report on non-financial information referred to in art. 55 paragraph 2c of the Accounting Act;
- the statement of the Management Board regarding the preparation of the consolidated financial statements and Report on activities;
- the Management Board's information regarding the appointment of the audit firm

(together the "Other information").

Responsibility of the Management Board and Supervisory Board

The Management Board of the Parent Entity is responsible for the Other information in accordance with applicable laws.

The Management Board and members of the Supervisory Board of the Parent Entity are required to ensure that the Report on activities, including the corporate governance statement and the report on non-financial information referred to in art. 55 paragraph 2c of the Accounting Act are in compliance with the requirements set forth in the Accounting Act.

Auditor's Responsibility

Our opinion on the consolidated financial statements does not cover the Other information.

In connection with our audit of the consolidated financial statements, our responsibility was to read the Other information and, in doing so, consider whether the Other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement in the Other information, we are required to report that fact.

In accordance with the Act on statutory auditors our responsibility was to report if the Report on activities was prepared in accordance with applicable laws and the information given in the Report on activities is consistent with the consolidated financial statements.

Moreover, in accordance with the requirements of the Act on statutory auditors our responsibility was to report whether the Group included in the statement on corporate governance information required by the applicable laws and regulations, and in relation to specific information indicated in these laws or regulations, to determine whether it complies with the applicable laws and whether it is consistent with the consolidated financial statements and to inform whether the Group prepared a separate report on non-financial information.

Opinion on the Report on Activities

Based on the work undertaken in the course of our audit of the consolidated financial statements, in our opinion, the accompanying Report on activities, in all material respects:

- has been prepared in accordance with applicable laws, and
- is consistent with the consolidated financial statements.

Opinion on the Statement on Corporate Governance

In our opinion, the corporate governance statement, which is a separate part of the Report on activities, includes the information required by paragraph 70 subparagraph 6 point 5 of the Decree of the Ministry of Finance dated 29 March 2018 on current and periodic information provided by issuers of securities and the conditions for recognition as equivalent of information required by the laws of a non-member state (the “decree”).

Furthermore, in our opinion, the information identified in paragraph 70 subparagraph 6 point 5 letter c-f, h and letter i of the decree, included in the corporate governance statement, in all material respects:

- has been prepared in accordance with applicable laws; and
- is consistent with the consolidated financial statements.

Information about the Statement on Non-financial Information

In accordance with the requirements of the Act on statutory auditors, we report that the Group has prepared a separate report on non-financial information referred to in art. 55 paragraph 2c of the Accounting Act.

We have not performed any assurance procedures in relation to the separate report on non-financial information and, accordingly, we do not express any assurance conclusion thereon.

Statement on Other Information

Furthermore, based on our knowledge about the Group and its environment obtained in the audit of the consolidated financial statements, we have not identified material misstatements in the Report on activities and the Other information.

Report on Other Legal and Regulatory Requirements

Statement on Services Other than Audit of the Financial Statements

To the best of our knowledge and belief, we did not provide prohibited non-audit services referred to in Art. 5 paragraph 1 second subparagraph of the EU Regulation and Art. 136 of the act on statutory auditors.

Services other than audit of the financial statements, which were provided to the Group and entities under the control of the Parent Entity in the audited period are listed in the point 10 in V.C. Other supplementary information of the Report on activities.

Appointment of the Audit Firm

We have been appointed for the first time to audit the annual consolidated financial statements of the Group by resolution of the Supervisory Board dated 31 December 1999 and reappointed in the following years, including the resolution dated 7 November 2019, to audit the annual consolidated financial statements for the year ended 31 December 2021. Our period of total uninterrupted engagement is 23 years, covering the periods ended 31 December 1999 to 31 December 2021.

Opinion on compliance of the consolidated financial statements prepared in the single electronic reporting format with the requirements of the regulatory technical standards on the specification of a single electronic reporting format

As part of our audit of the consolidated financial statements we were engaged to perform a reasonable assurance engagement in order to express an opinion on whether the consolidated financial statements of the Group as at 31 December 2021 and for the year then ended prepared in the single electronic reporting format included in the reporting package named Agora Spolka Akcyjna 20211221 PL.zip (the "consolidated financial statements in the ESEF format") were tagged in accordance with the requirements specified in the Commission Delegated Regulation (EU) of 17 December 2018 supplementing Directive 2004/109/EC of the European Parliament and of the Council with regard to regulatory technical standards on the specification of a single electronic reporting format (the "ESEF Regulation").

Defining the Criteria and Description of the Subject Matter of the Service

The consolidated financial statements in the ESEF format have been prepared by the Management Board of the Parent Entity to meet the tagging requirements and technical requirements for the specification of a single electronic reporting format, which are defined in the ESEF Regulation. The subject of our assurance service is the compliance of the tagging of the consolidated financial statements in the ESEF format with the requirements of the ESEF Regulation, and the requirements set out in these regulations are, in our opinion, appropriate criteria for our opinion.

Responsibility of the Management Board and Supervisory Board of the Parent Entity

The Management Board of the Parent Entity is responsible for the preparation of consolidated financial statements in the ESEF format in accordance with the tagging requirements and technical conditions of a single electronic reporting format, which are specified in the ESEF Regulation. Such responsibility includes the selection and application of appropriate XBRL tags using the taxonomy specified in the this regulation.

This responsibility of the Management Board of the Parent Entity includes designing, implementing and maintaining internal control relevant to the preparation of the consolidated financial statements in the ESEF format that is free from material non-compliance with requirements specified in the ESEF Regulation, whether due to fraud or error.

The members of the Parent Entity's Supervisory Board are responsible for overseeing the financial reporting process, including the preparation of financial statements in the format required by applicable law.

Auditor's Responsibility

Our objective is to issue an opinion about whether the consolidated financial statements in the ESEF format were tagged in accordance with the requirements specified in the ESEF Regulation.

We conducted our engagement in accordance with the National Standard on Assurance Services Other than Audit or Review 3001PL "Audit of financial statements prepared in a single electronic reporting format" as adopted by the NCSA ("NSAE 3001PL") and where applicable, in accordance with the International Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other than Audits or Reviews of Historical Financial Information" as adopted by the NCSA as the National Standard on Assurance Engagement 3000 (Revised) ("NSAE 3000 (R)"). These standards requires that the auditor plans and performs procedures to obtain reasonable assurance about whether the consolidated financial statements in the ESEF format were prepared in accordance with specified criteria.

Reasonable assurance is a high level of assurance, but it is not guaranteed that the assurance engagement conducted in accordance with NSAE 3001PL and where applicable, in accordance with NSAE 3000 (R) will always detect material misstatement.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements, whether due to fraud or error. In making those risk assessments, the auditor has considered internal controls relevant to the preparation of the consolidated financial statements in the ESEF format in accordance with the specified criteria in order to design procedures that are appropriate, which provide the auditor with sufficient and appropriate evidence under the circumstances. The assessment of internal controls was not performed for the purpose of expressing an opinion thereon.

Summary of the Work Performed

Our procedures planned and performed included, among others:

— obtaining an understanding of the process of preparing the consolidated financial statements in the ESEF format, including selection and application of XBRL tags by the Parent Entity and ensuring compliance with the ESEF Regulation, including an understanding of the mechanisms of internal control relevant to this process,
— reconciling the tagged information included in the consolidated financial statements in the ESEF format to the audited consolidated financial statements,
— assessing by using a specialized IT tool compliance with the regulatory technical standards regarding the specification of a single electronic reporting format,
— assessing the completeness of tagging of information in the consolidated financial statements in the ESEF format with XBRL tags,
— assessing whether the XBRL tags from the taxonomy specified in the ESEF Regulation were properly applied and whether the taxonomy extensions were used where the relevant elements were not identified in the core taxonomy specified in the ESEF Regulation,
— assessing the correctness of anchoring of the applied taxonomy extensions in the core taxonomy specified in the ESEF Regulation.

Requirements of the Quality Control and Ethical Requirements, including Independence

The firm applies International Standard on Quality Control 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" as adopted by the NCSA as national standard on quality control, which requires us to implement and maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the IESBA Code as adopted by the resolution of the NCSA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior as well as other independence and ethical requirements, applicable to this assurance engagement in Poland.

Opinion on Compliance with the Requirements of ESEF Regulation

Our opinion has been formed on the basis of, and is subject to, the matters outlined above.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on compliance with the requirements of the ESEF Regulation.

In our opinion, the consolidated financial statements in the ESEF format as at 31 December 2021 and for the year then ended was tagged, in all material respects, in accordance with the requirements of the ESEF Regulation.

On behalf of audit firm
KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.
Registration No. 3546

Signed on the Polish original

Marcin Domagała

Key Statutory Auditor
Registration No. 90046
Member of the Management Board of KPMG Audyt Sp. z o.o., entity which is the General Partner of KPMG Audyt Spółka z ograniczoną odpowiedzialnością sp.k.

Warsaw, 24 March 2022